

ULTIMATE

SPIDER-MAN®

ISSUE

32



**BENDIS
BAGLEY
THIBERT**

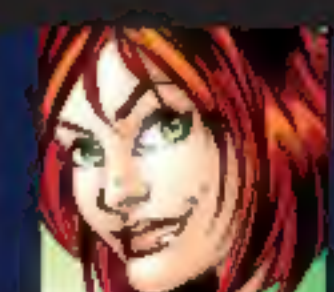
MARVEL®



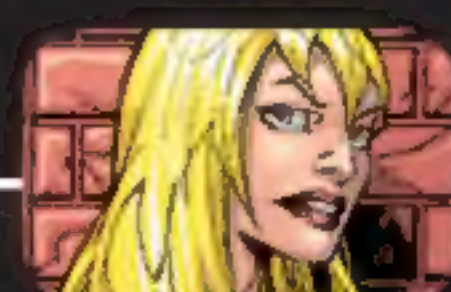
Peter Parker



Aunt May



Mary Jane Watson



Gwen Stacy



Flash Thompson

The bite of an irradiated spider granted high-school student Peter Parker incredible, arachnid-like powers. Strength, agility, a spider-like sixth sense warning him of personal danger. And most amazing of all-- Peter can walk on walls.

When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He had learned an invaluable lesson: With great power, there must also come great responsibility!

Now the fledgling super hero tries to balance a full high school curriculum, a night job as web designer of the tabloid the Daily Bugle, his relationship with the only person who knows his secrets-- the beautiful Mary Jane Watson, and swing time as the misunderstood web-slinging Spider-Man.

PREVIOUSLY IN ULTIMATE SPIDER-MAN:

A mystery man posing as Spider-Man is committing a series of daring robberies throughout the city. Frustrated by the bad rap he is getting, Peter decides to get in the middle of a standoff between the police and this fake Spider-Man and is shot by the police.

Gwen Stacy, the new girl at school is staying at Peter's house, while her father, police captain John Stacy, is in Atlantic City for a police convention.

At the convention, Captain Stacy is killed in an accident trying to apprehend the fake wall-crawler.

Peter goes to the Daily Bugle and finds out that the fake Spider-Man is holding hostages in a Soho bank. He bravely confronts the imposter surrounded by the hostages.



S t a n L e e p r e s e n t s :

ULTIMATE SPIDER-MAN

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Uh-- hi.
I'm looking
for Ginger
Stacy--

Oh--
Hi. Hello.
Yes.

I'm May
Parker.



My
nephew-- no--
we don't know
each other.

My nephew
is in the same
grade as your
daughter.

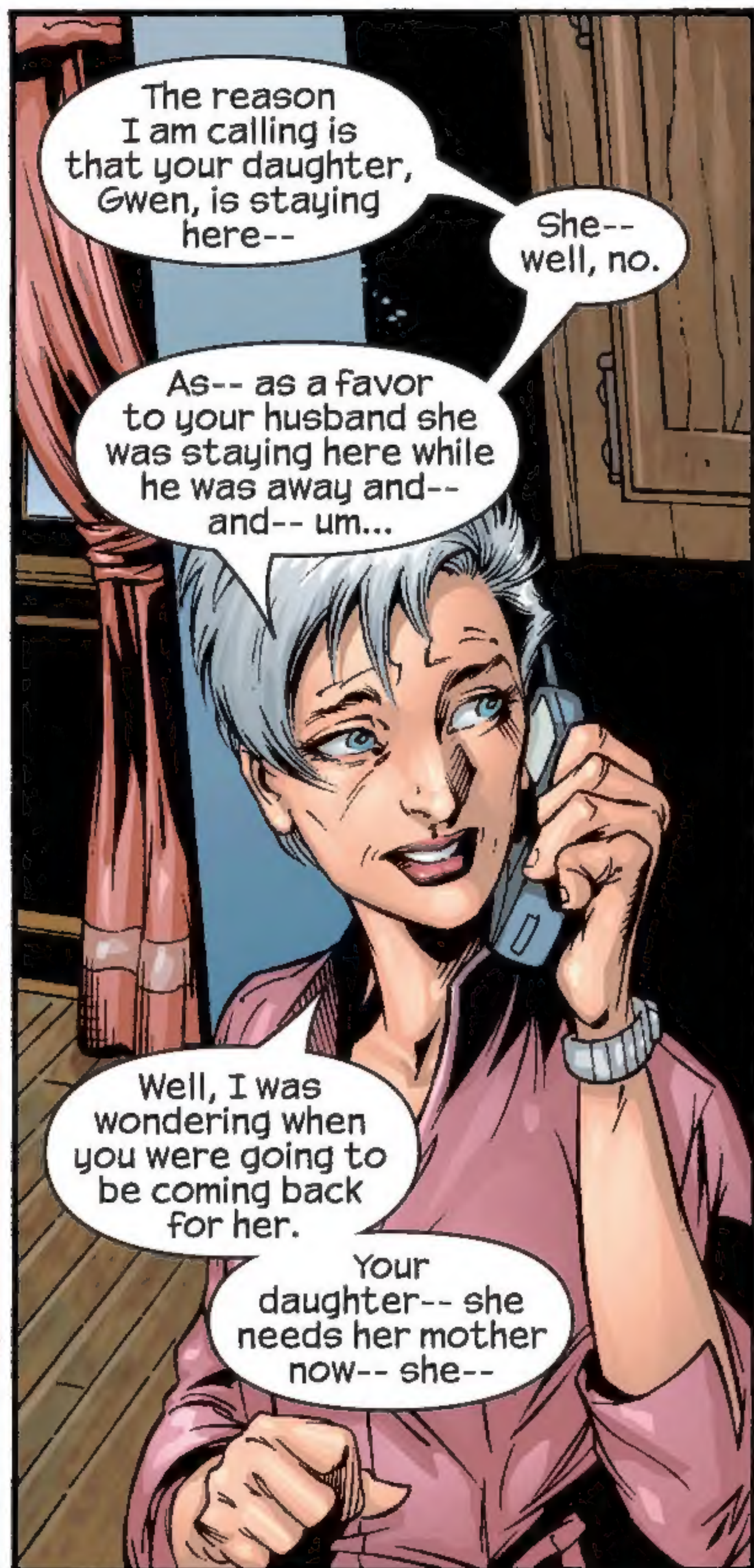
Yes, I uh--
I don't know
if anybody has
been in touch
with you,
but...



Yes, well, I--
I can't tell you how
sorry I am about
your husband's
passing.

I didn't know
Captain Stacy all
that well, but he
struck me as a fine
man and-- uh...

Well...



The reason
I am calling is
that your daughter,
Gwen, is staying
here--

She--
well, no.

As-- as a favor
to your husband she
was staying here while
he was away and--
and-- um...

Well, I was
wondering when
you were going to
be coming back
for her.

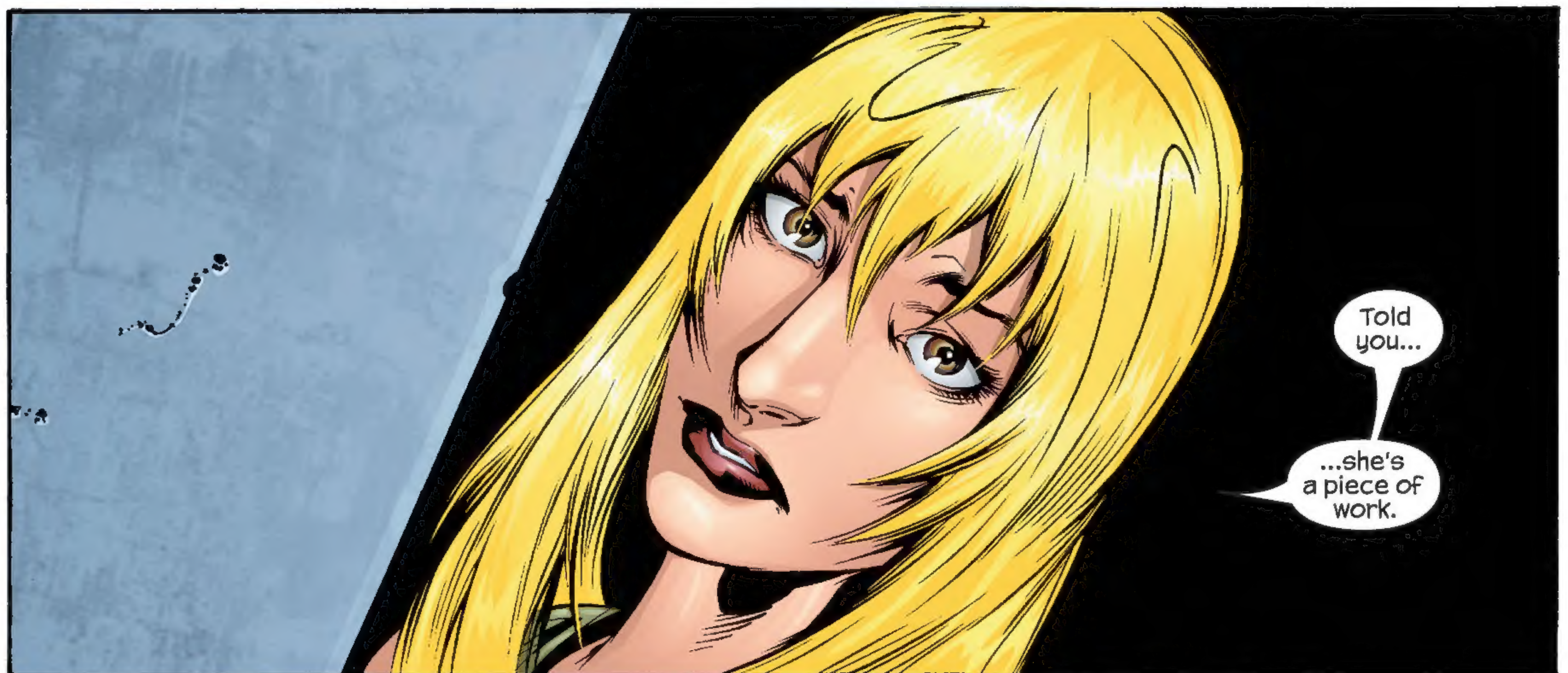
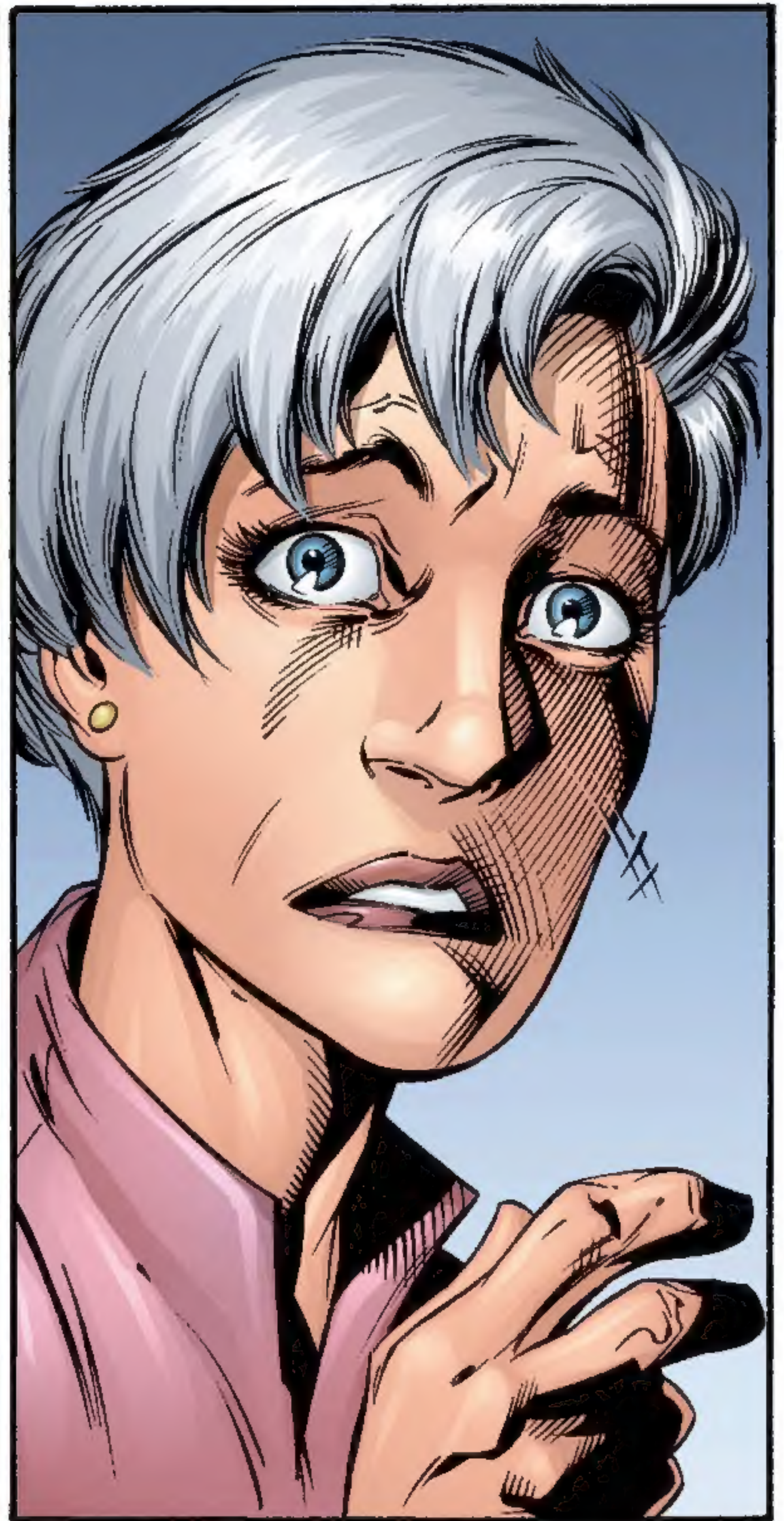
Your
daughter-- she
needs her mother
now-- she--

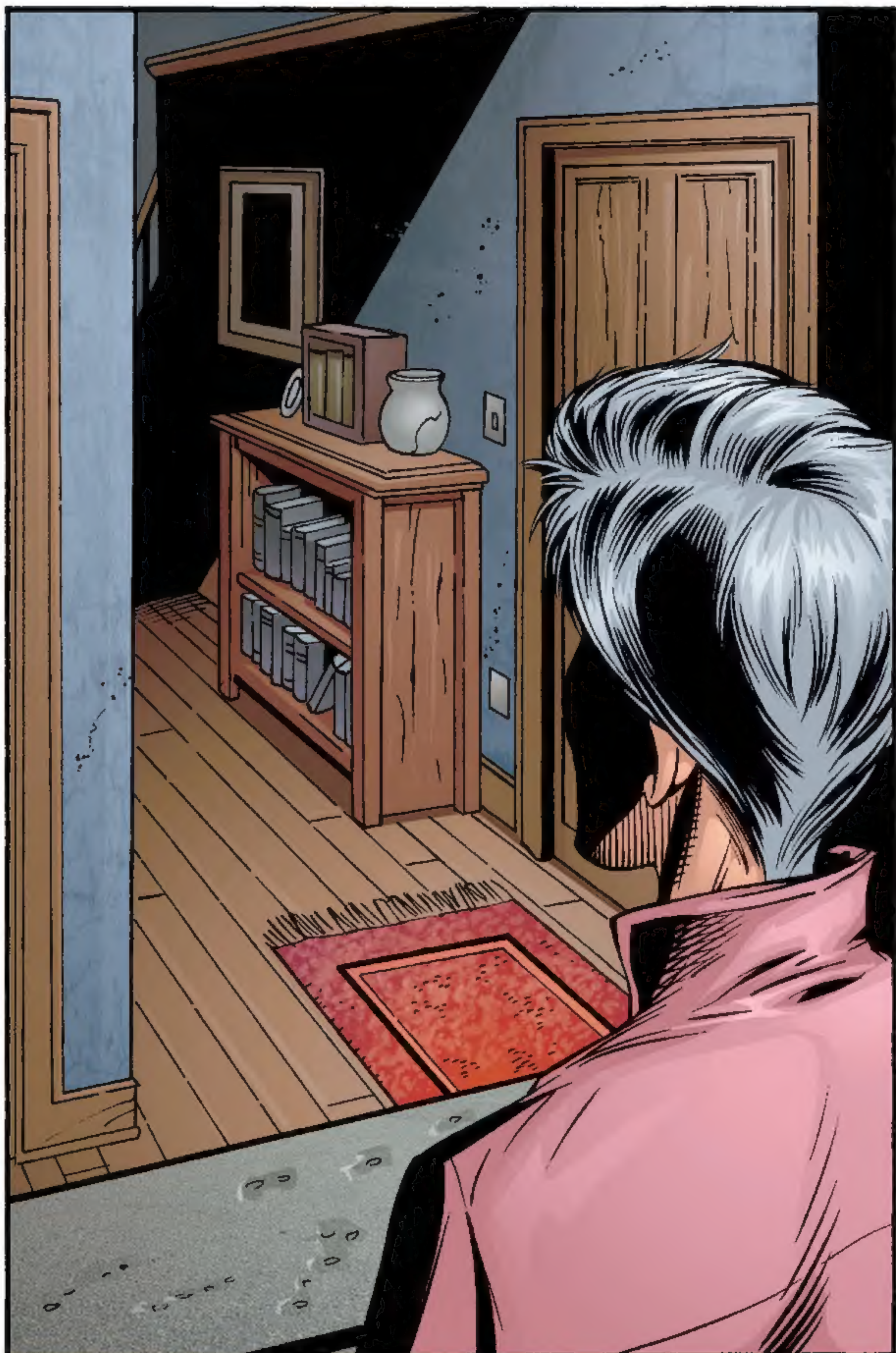
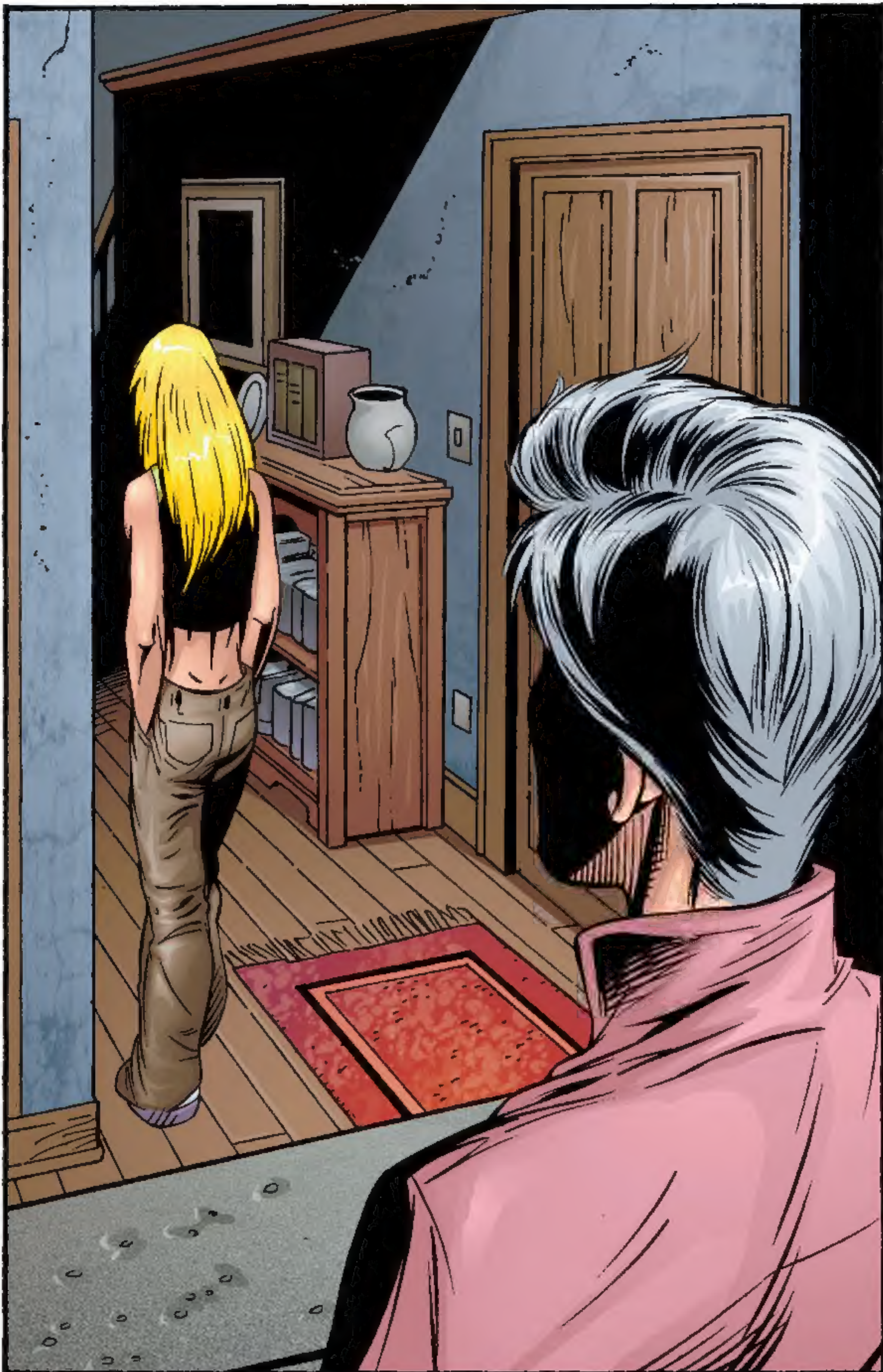
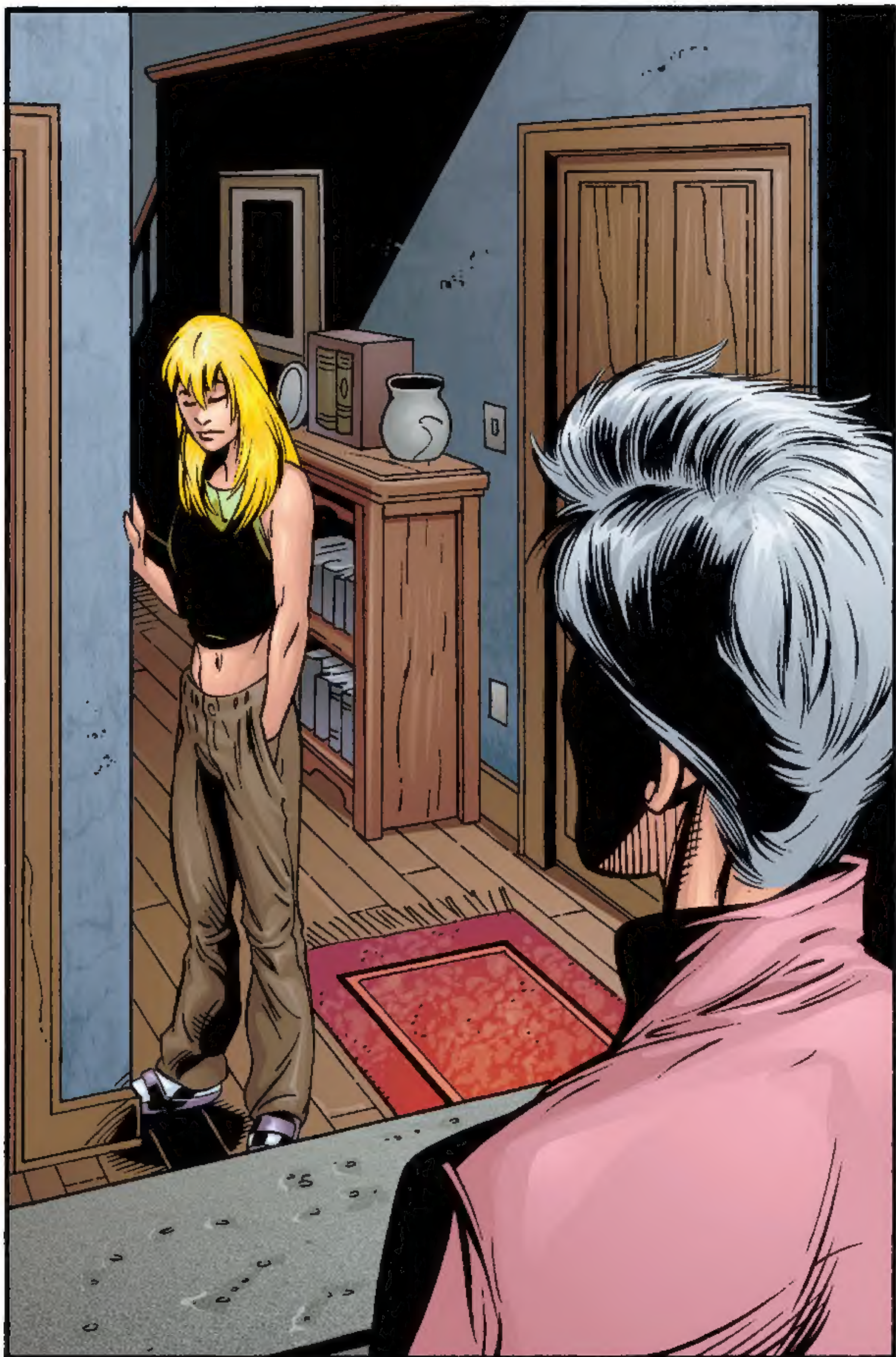


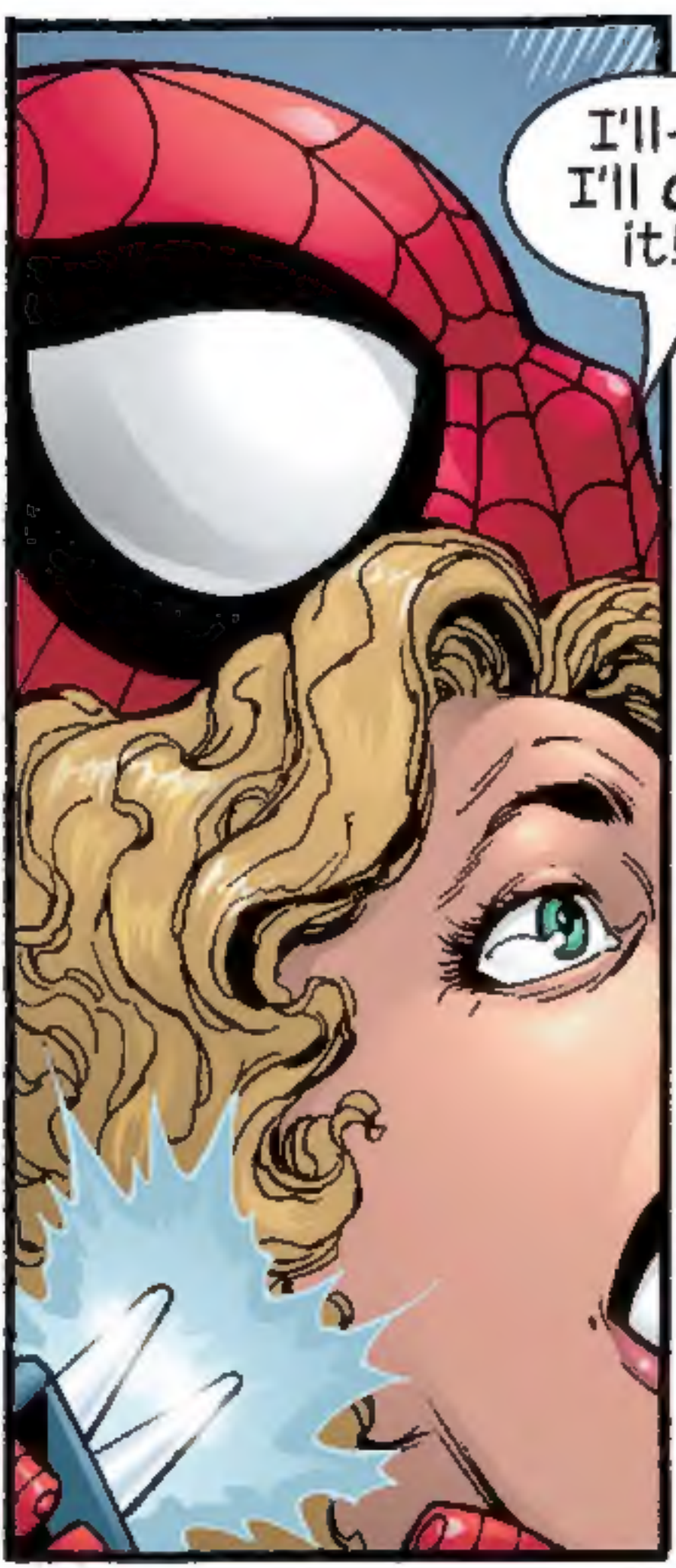
But
you're her
mother.

She
just lost
her--

--I just
can't imagine
why you
would--







I'll--
I'll do
it!



I'll kill this dumb
broad right here!!
Right in front of all
these people!

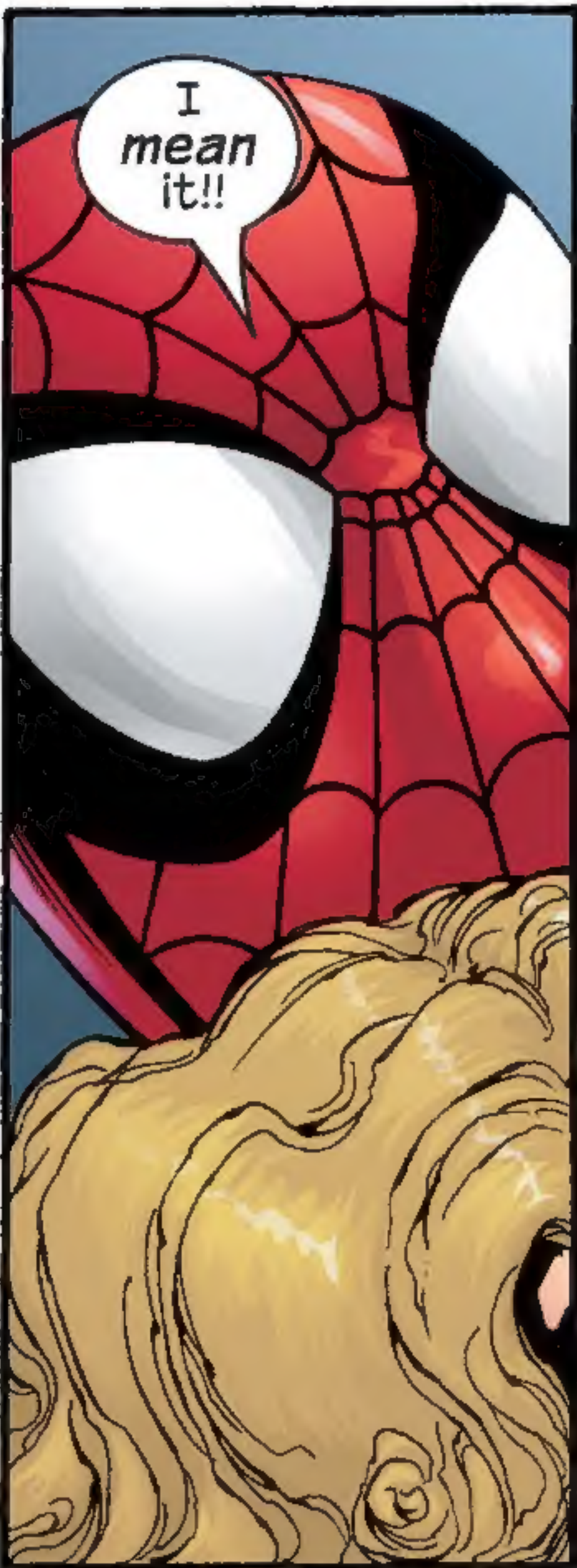
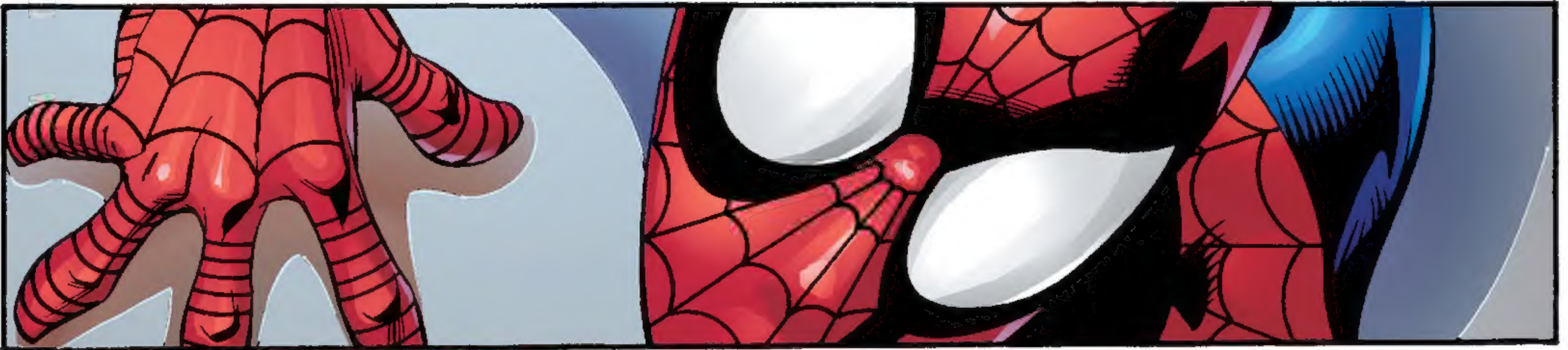
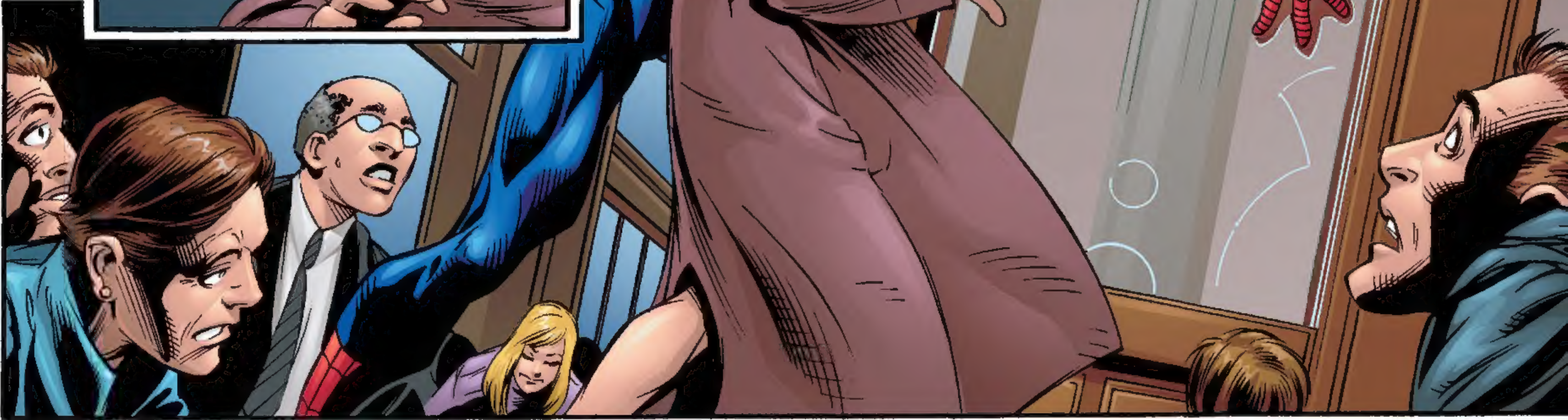
I'm not
scared of
you-- I'm
not!!



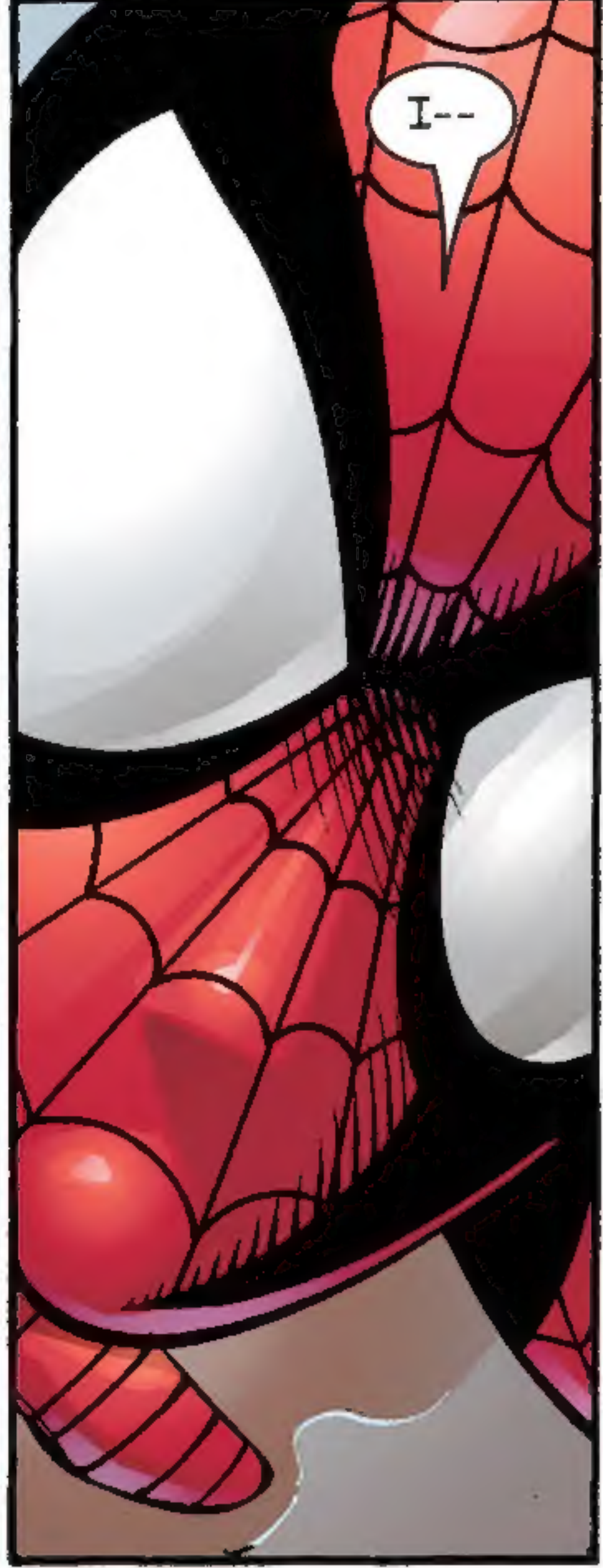
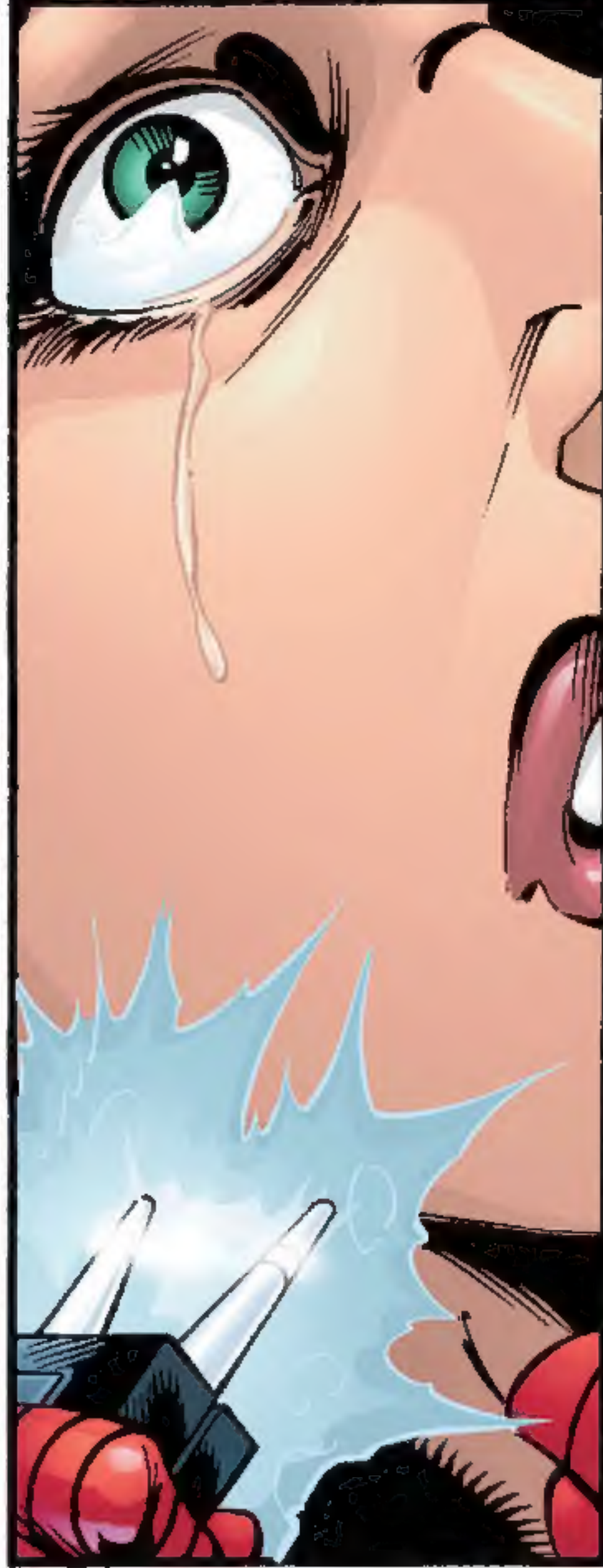
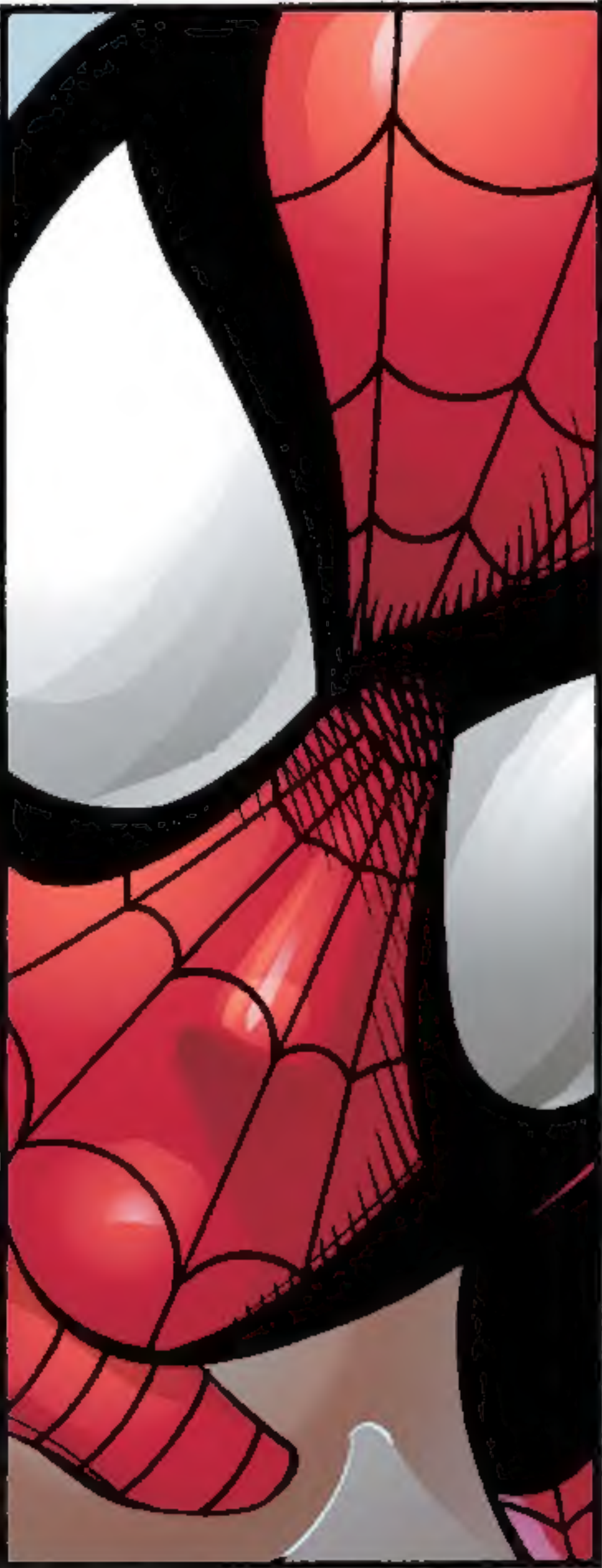
You-- you
back away from
here! You go
out the way
you came!!

You-- you
crawl right up
that wall and
you get out
of here!!

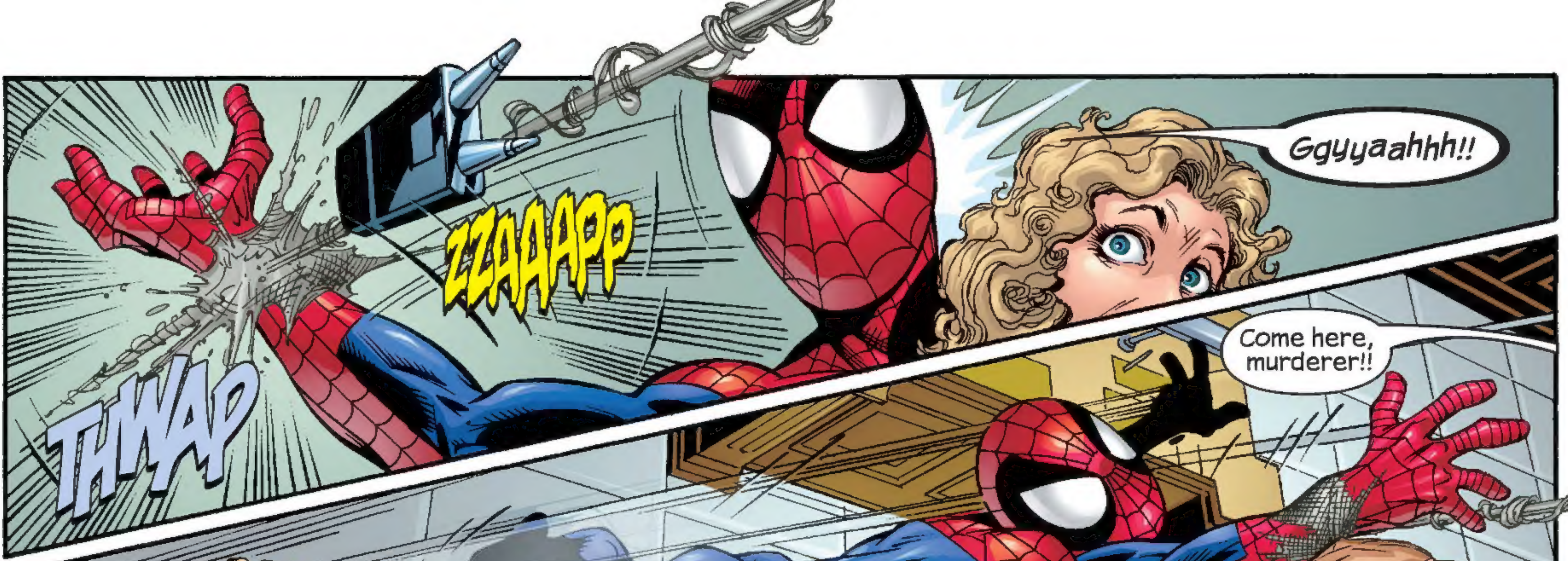
Or-- or--
or-- or-- I'll
do it!

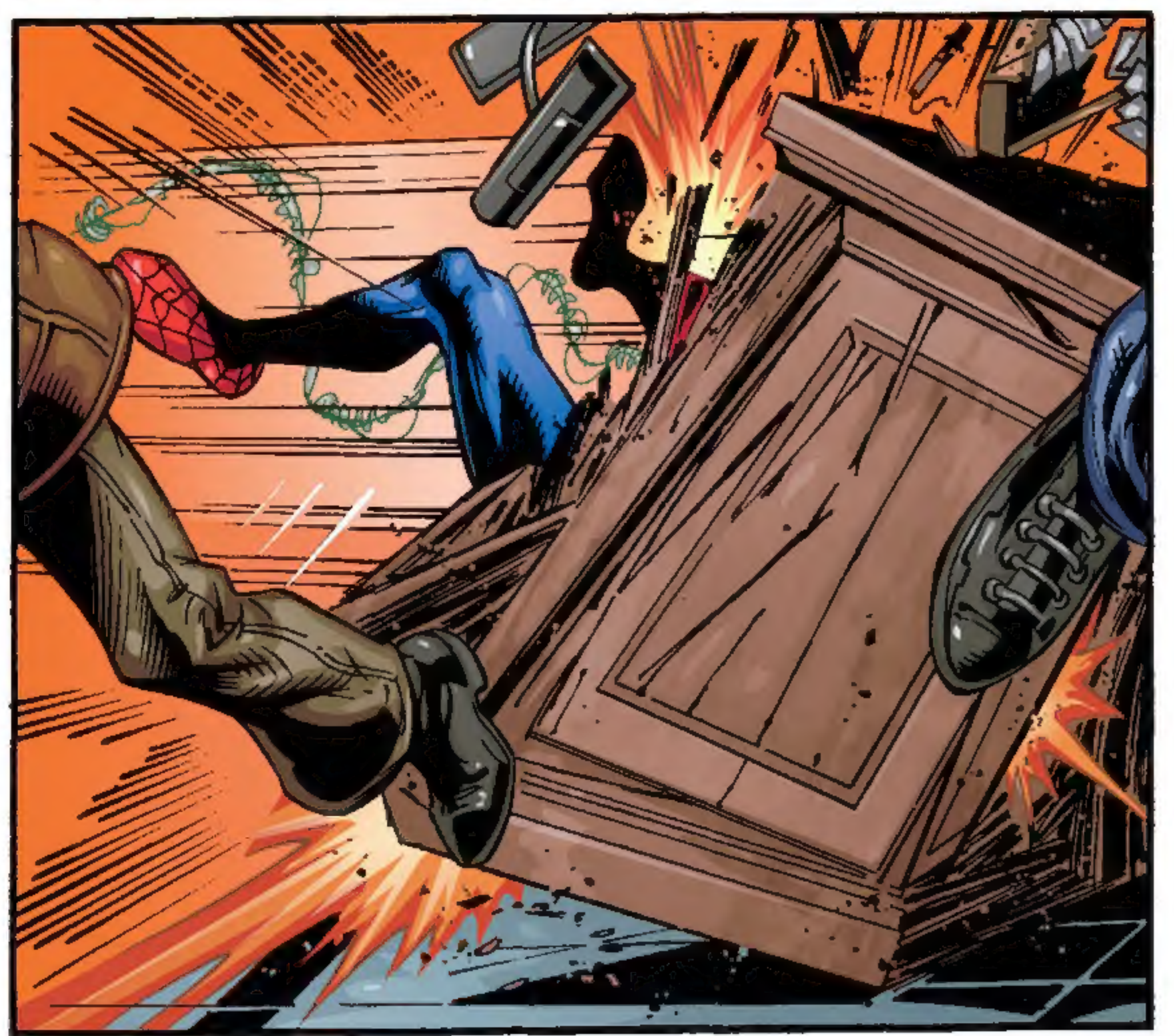


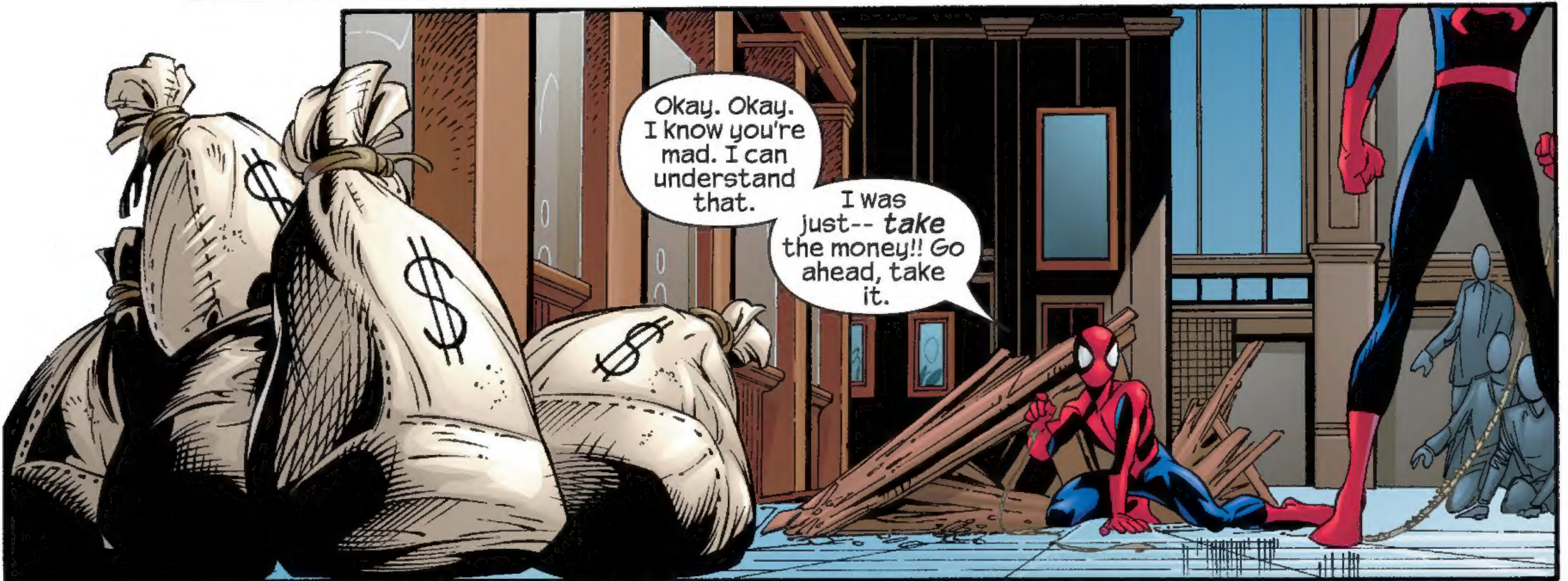
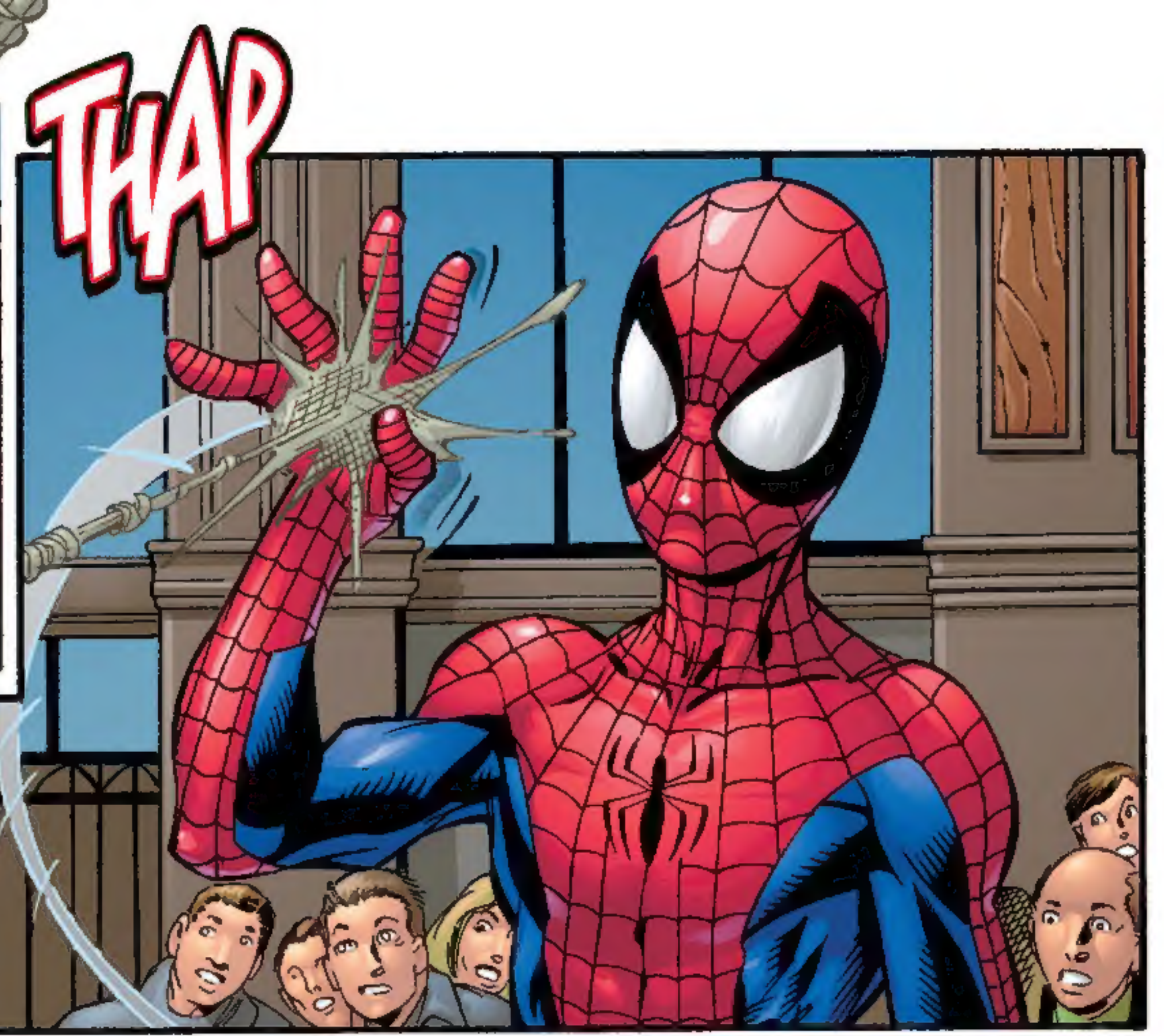
I
mean
it!!



I--









P- please...
I'm- I'm just
some guy...



"Just some guy?"

Just-- some-- guy?!!

The world thinks I'm a murderer now!!



All these people are sitting here fearing for their lives-- praying that they get to go home to their families-- just so some guy can try to steal some money!!

So "some guy" can pretend to be famous because he puts on a costume!!!

No...

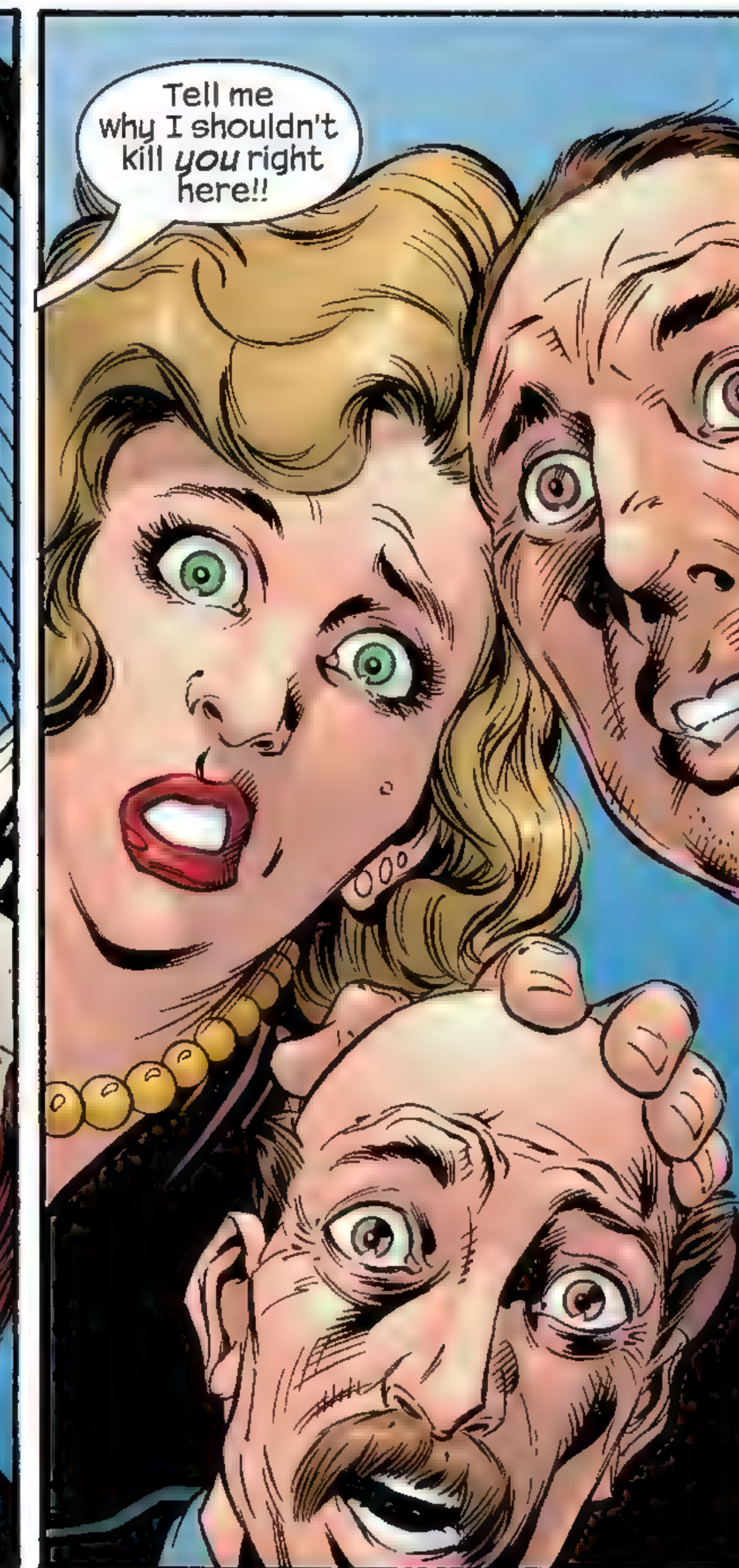


So what's to stop me from murdering you!! Huh?!

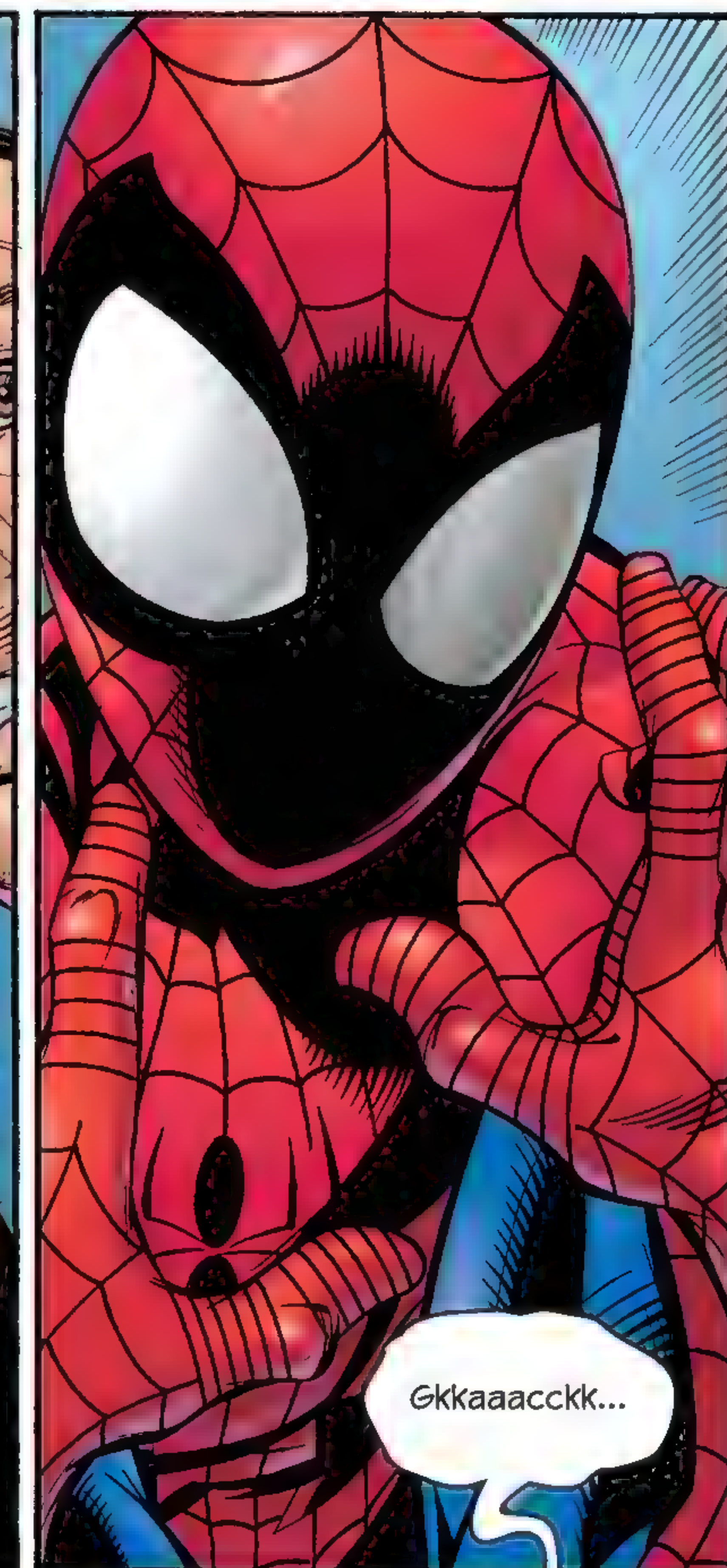
Why not!?!?

Aacckk!

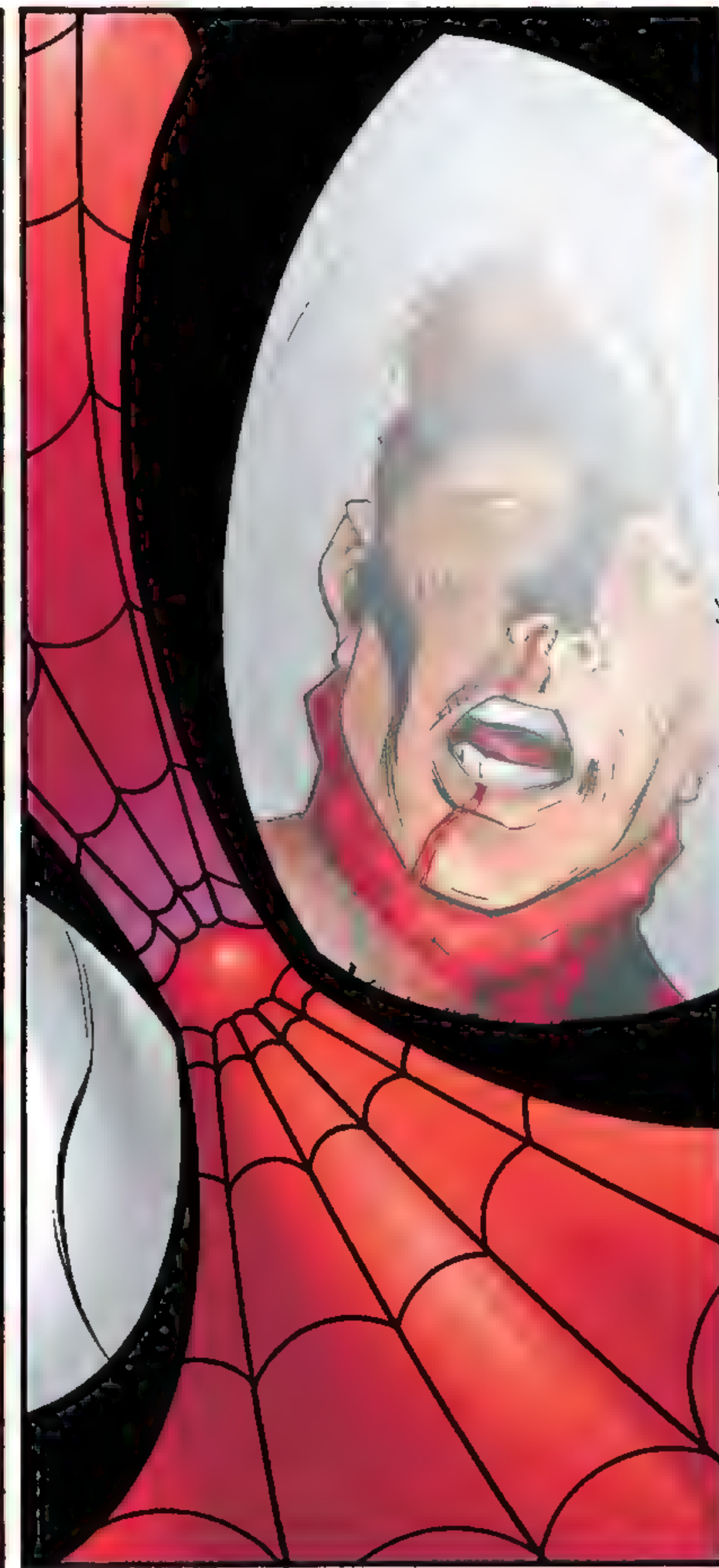
What difference would it make? Tell me you don't deserve it!!



Tell me why I shouldn't kill you right here!!



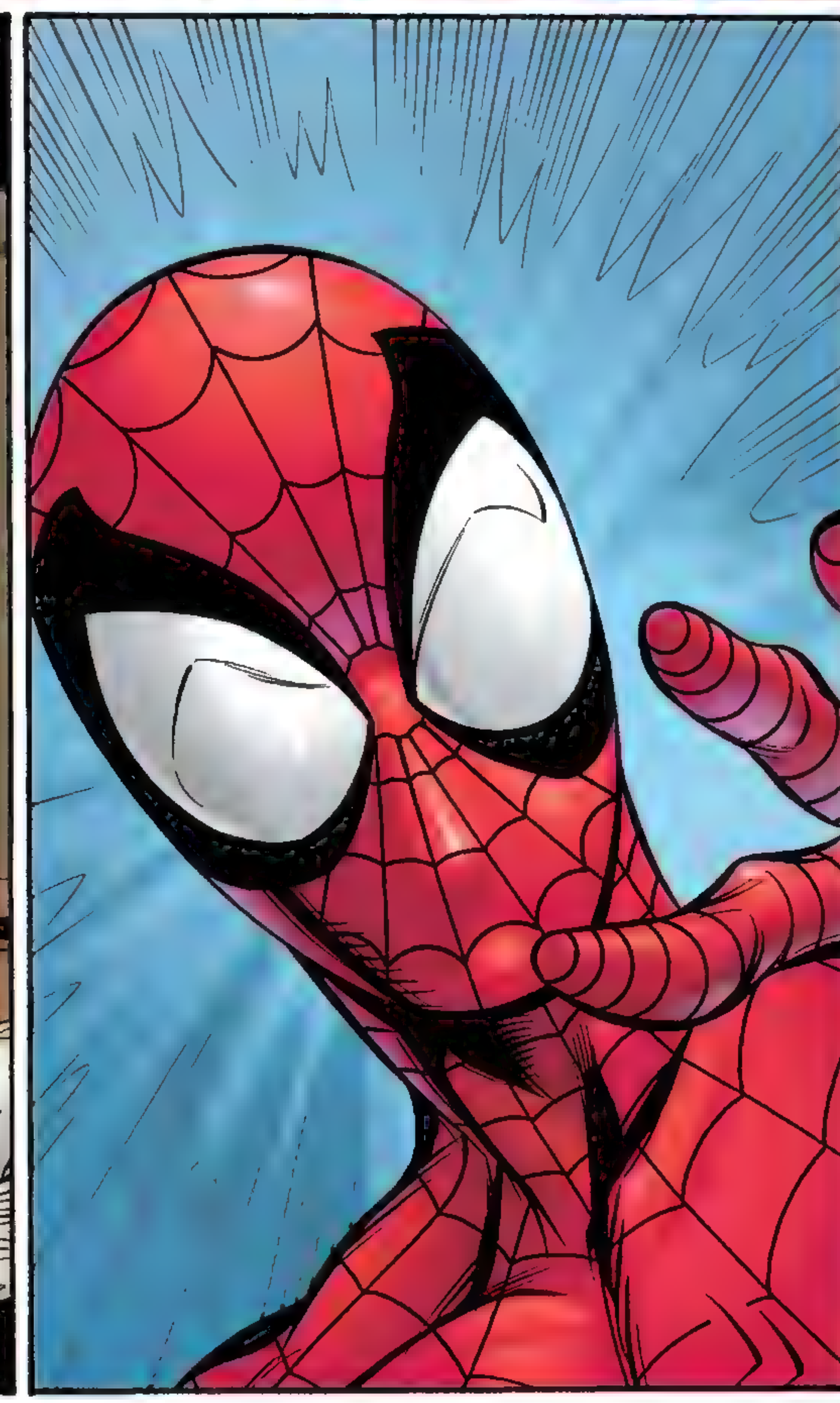
Gkkaaacckk...



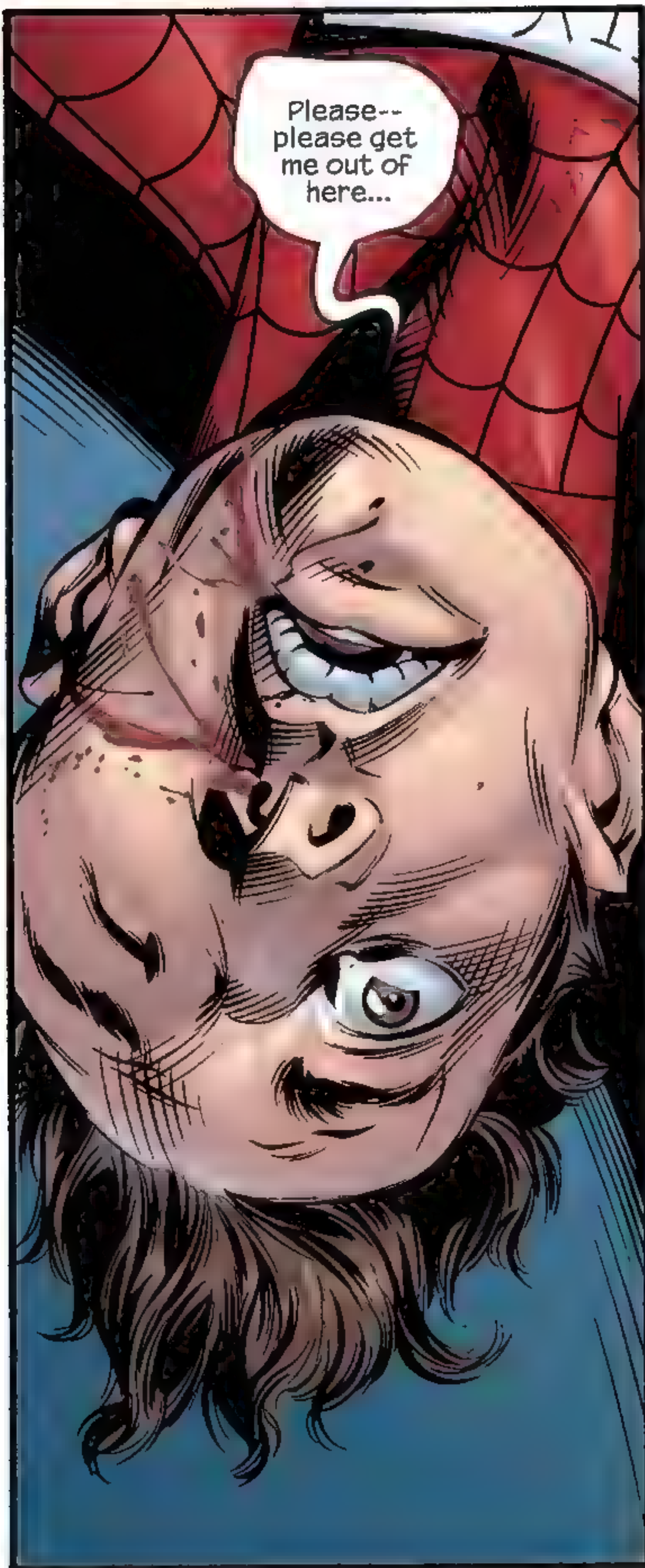
Guh.

Guh.

Gaughh...



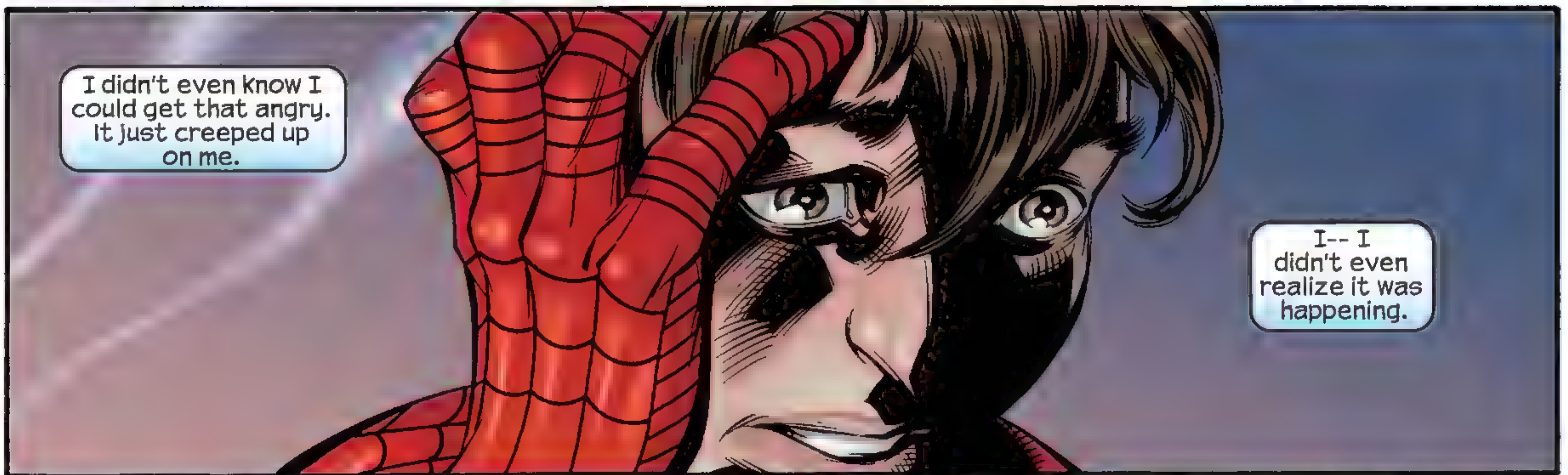






Dammit!

I lost it! I completely lost it!!



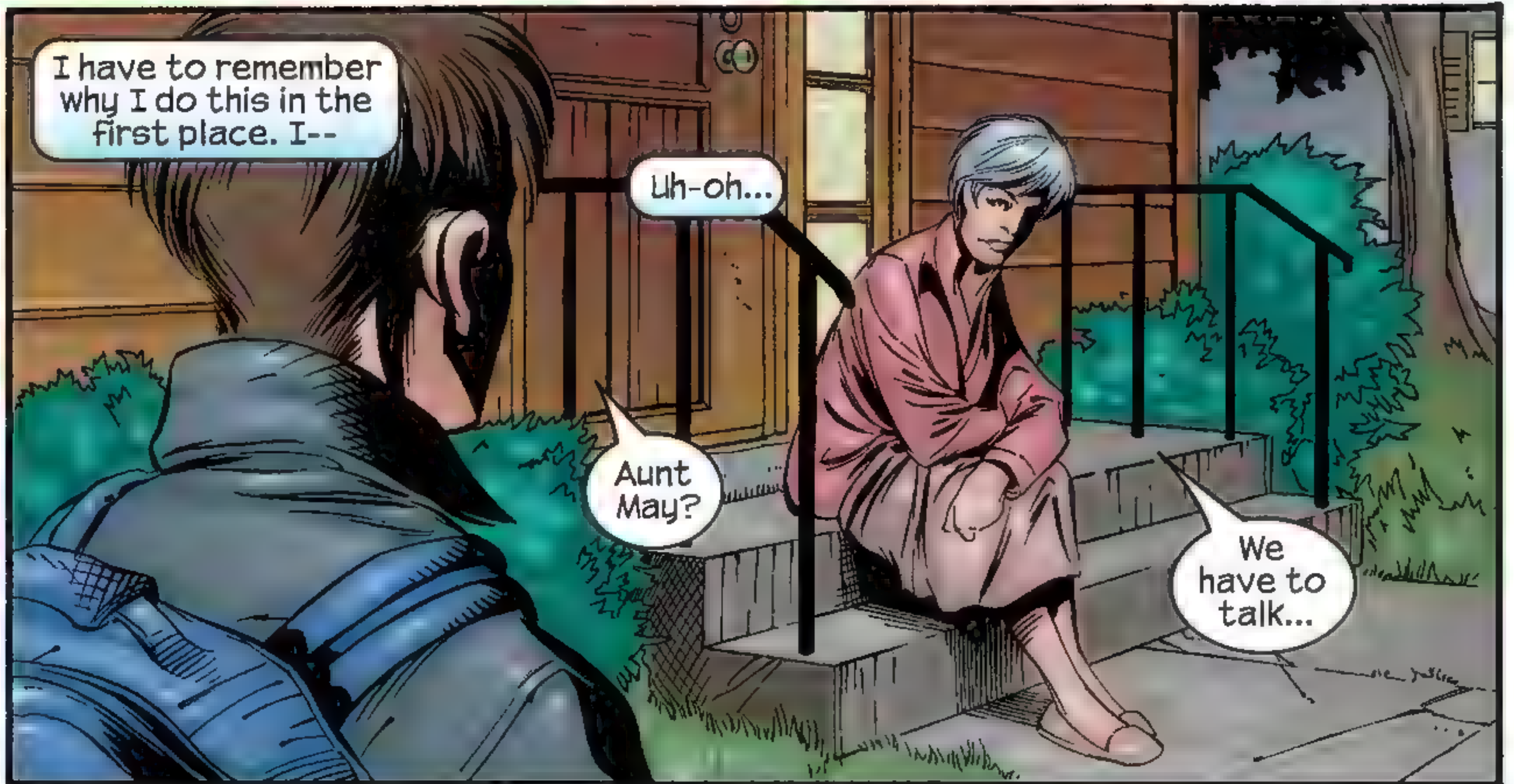
I didn't even know I could get that angry. It just creeped up on me.

I-- I didn't even realize it was happening.



I could have killed him-- killed a man with my bare hands. *Then* what would I be?

I can't even think about it. I just have to make sure-- I can never let anything even remotely like that happen again.



I have to remember why I do this in the first place. I--

Uh-oh...

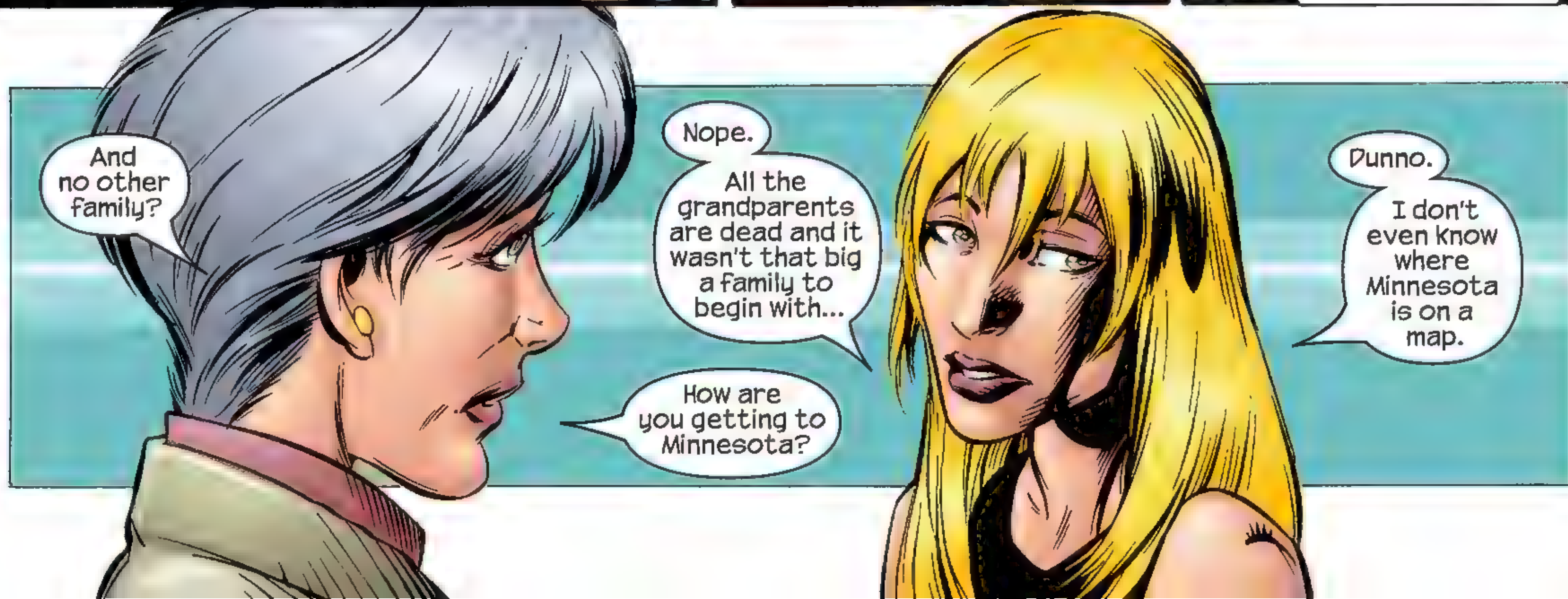
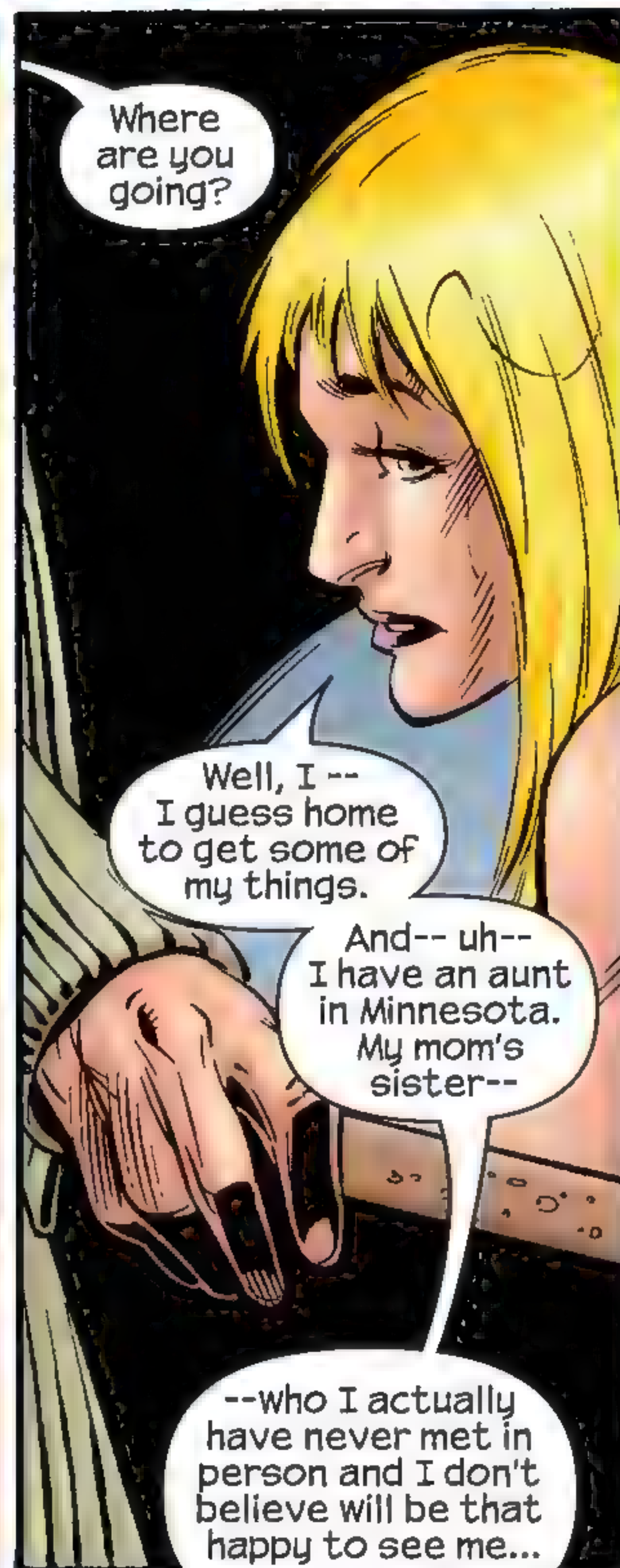
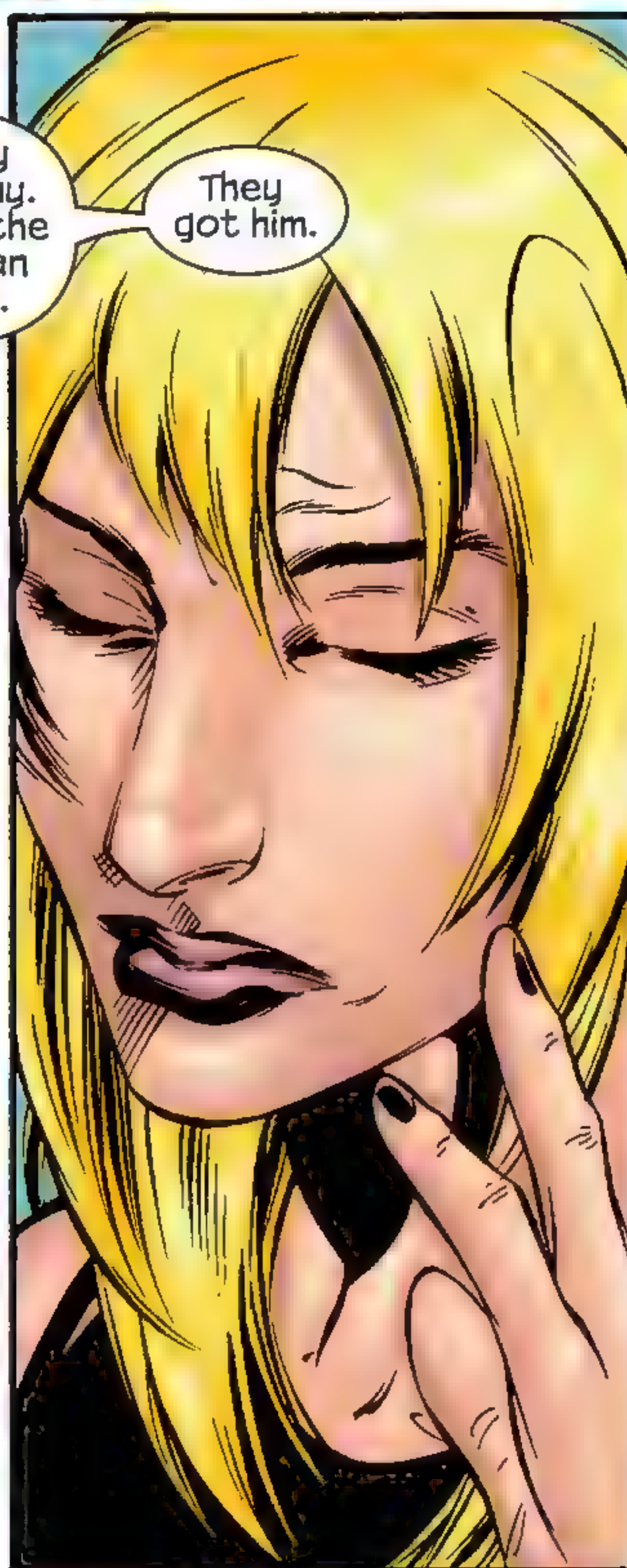
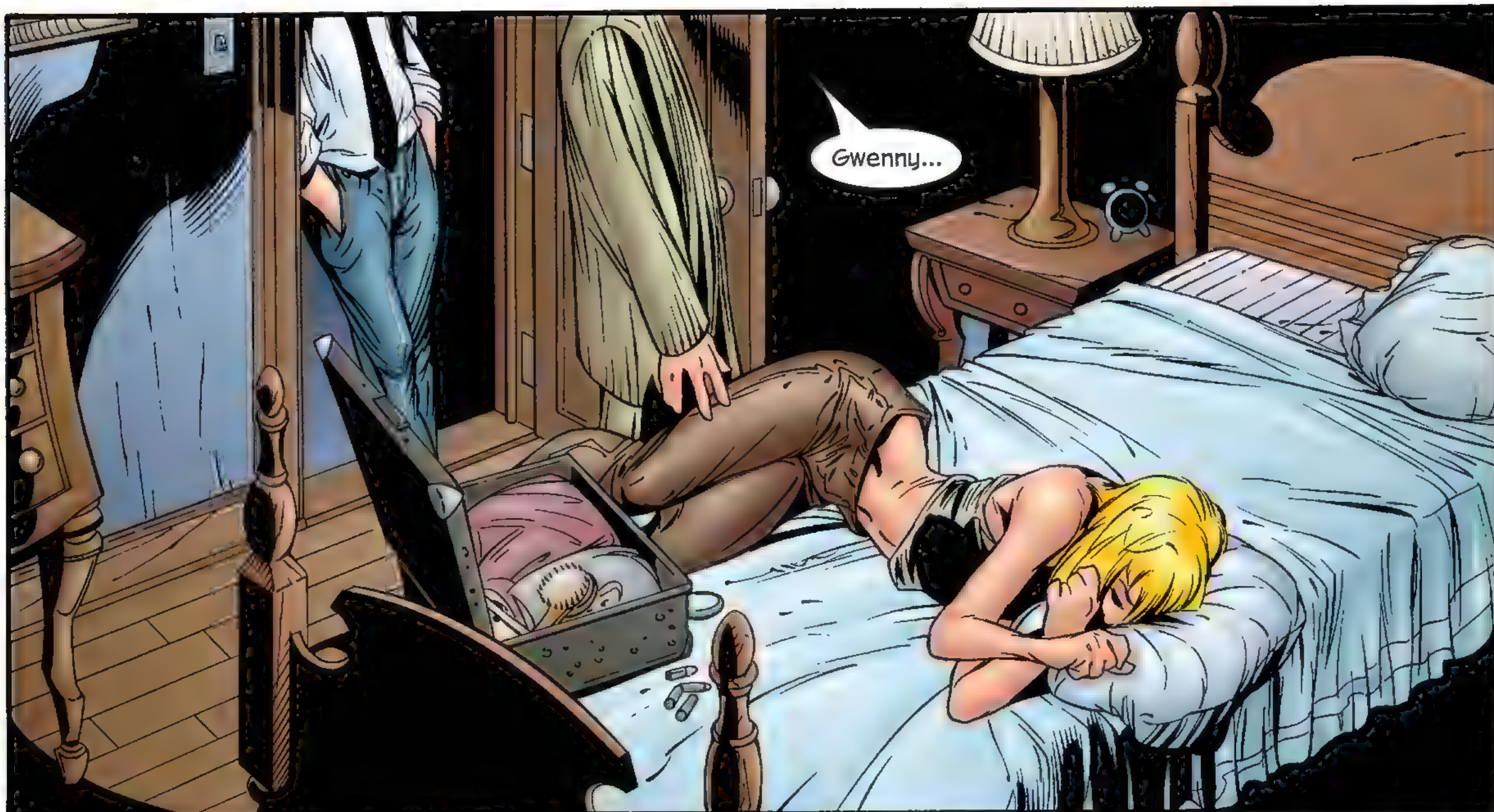
Aunt May?

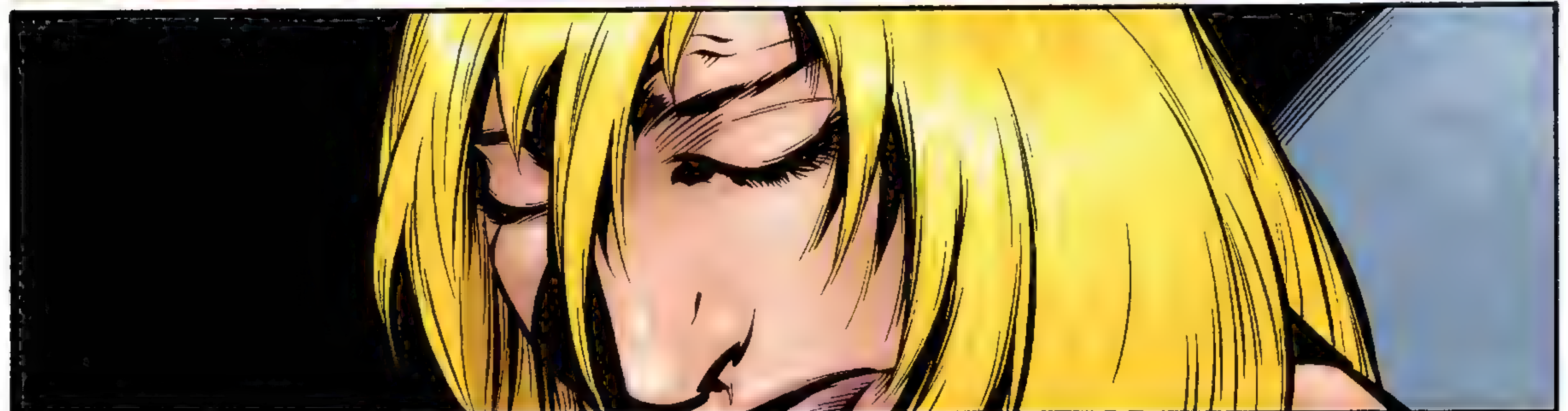
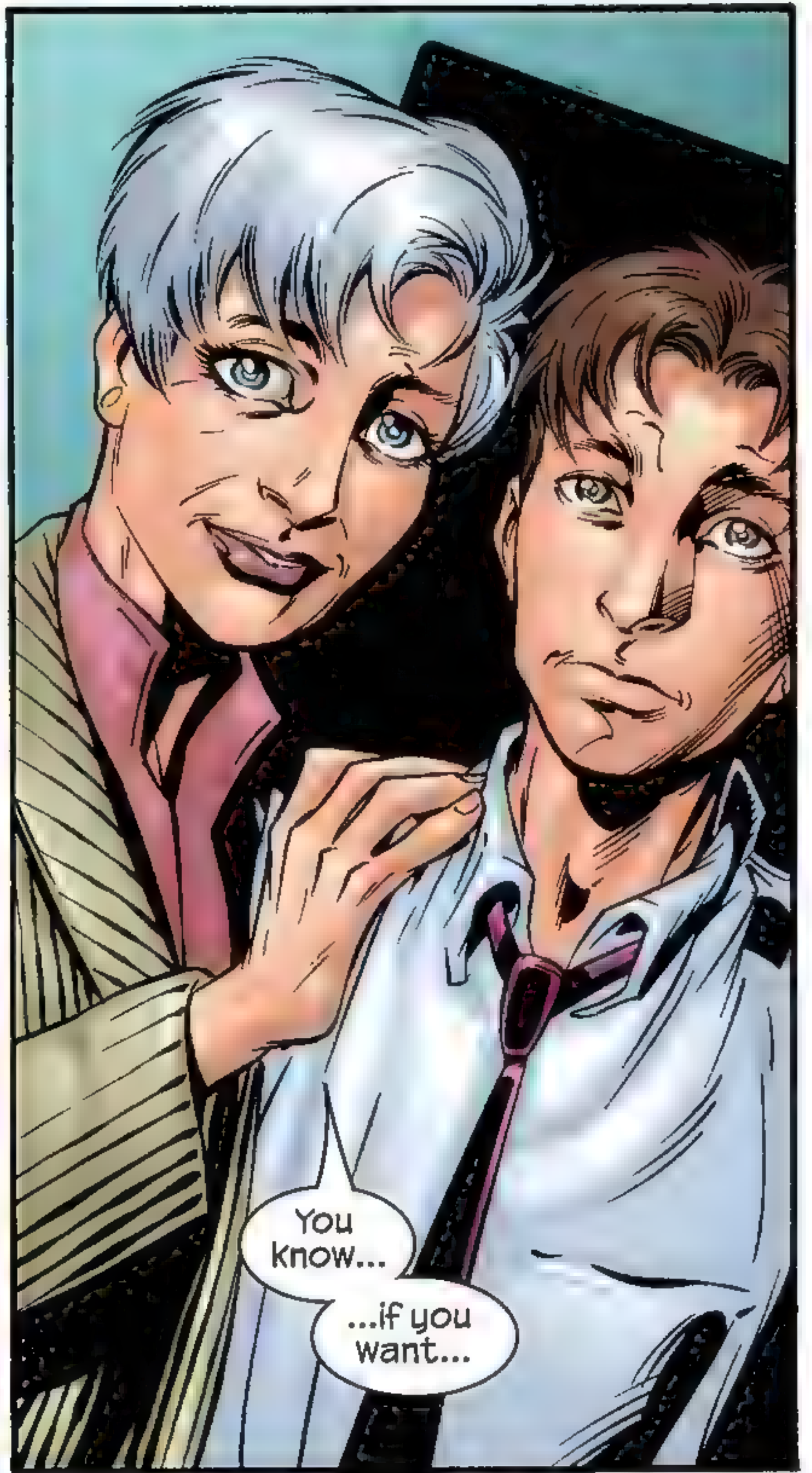
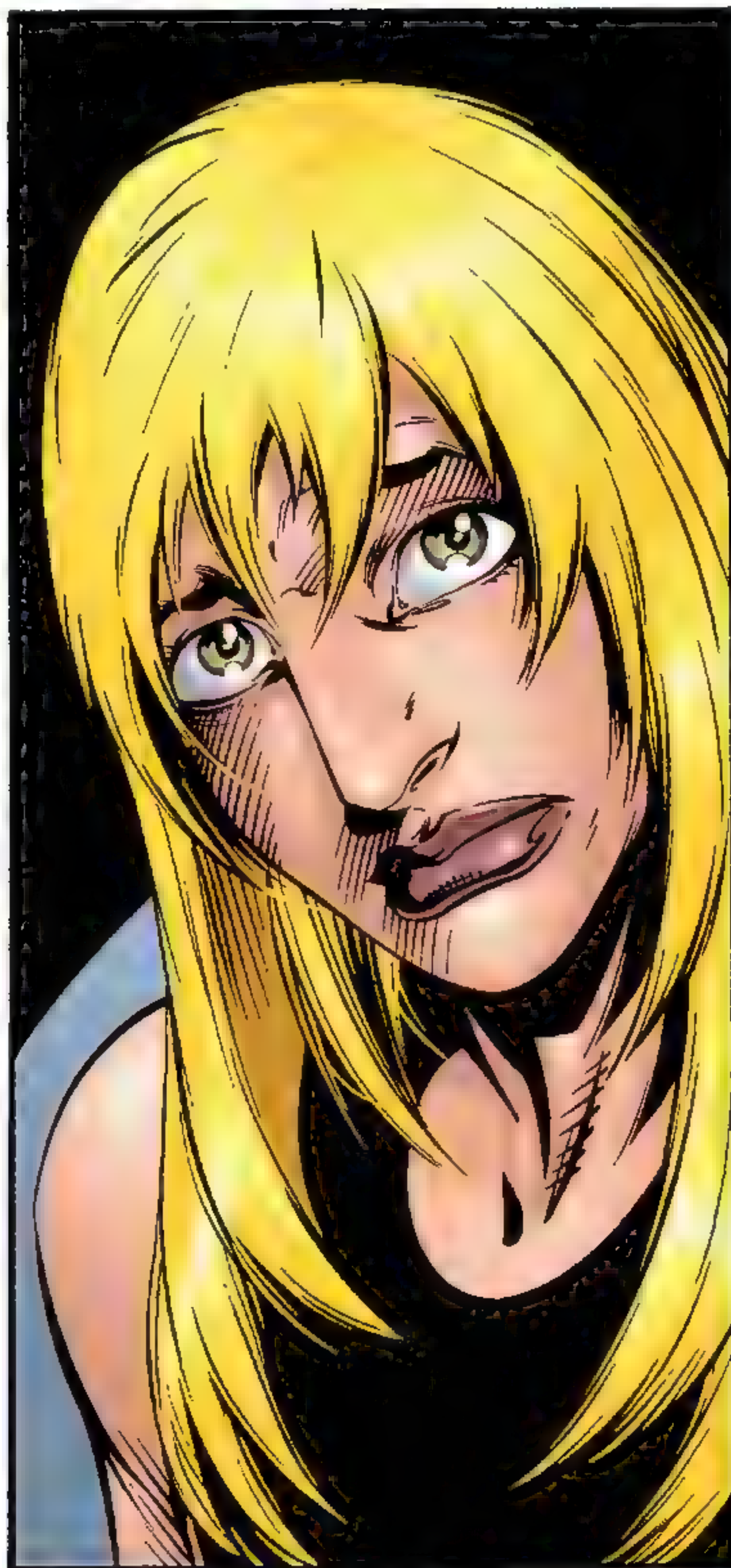
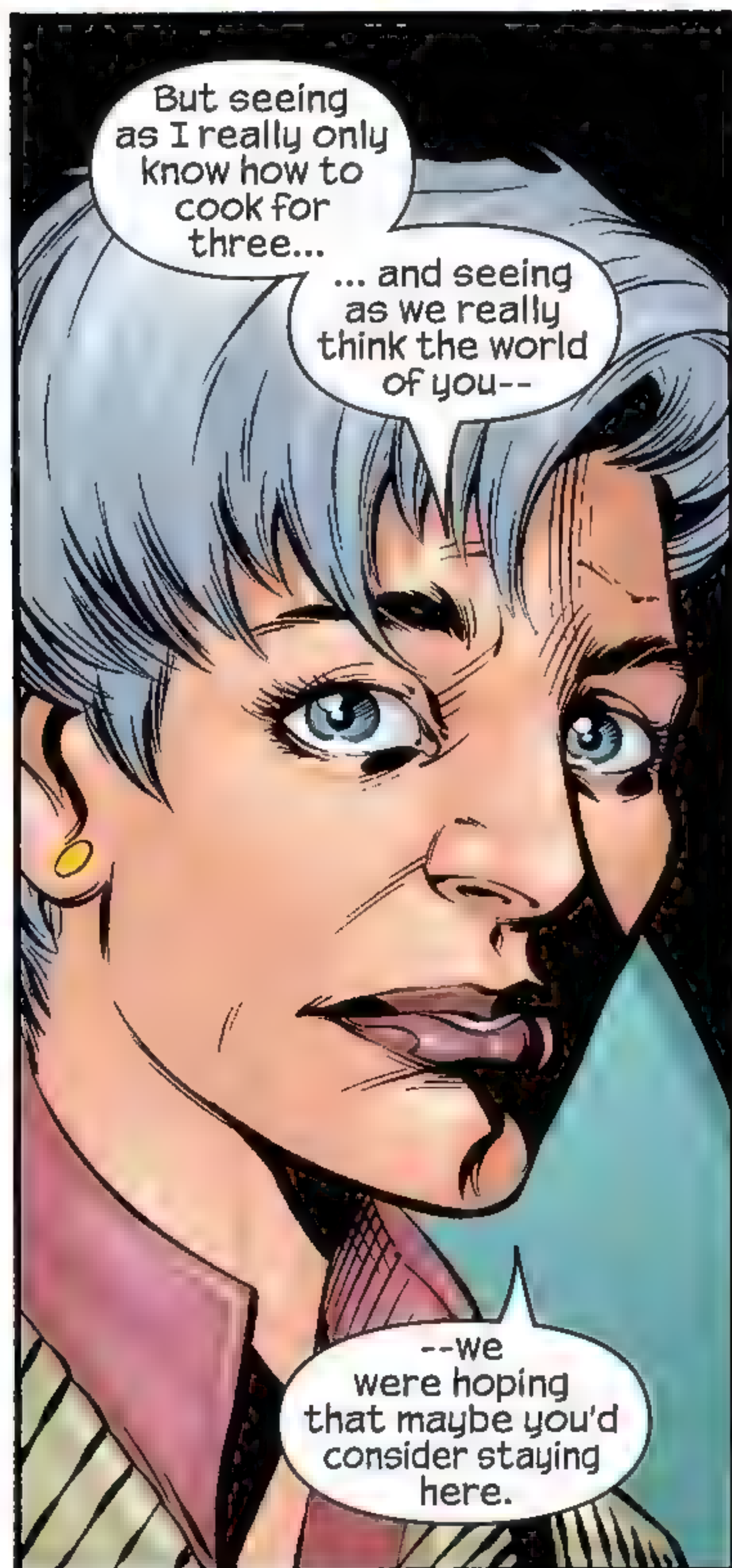
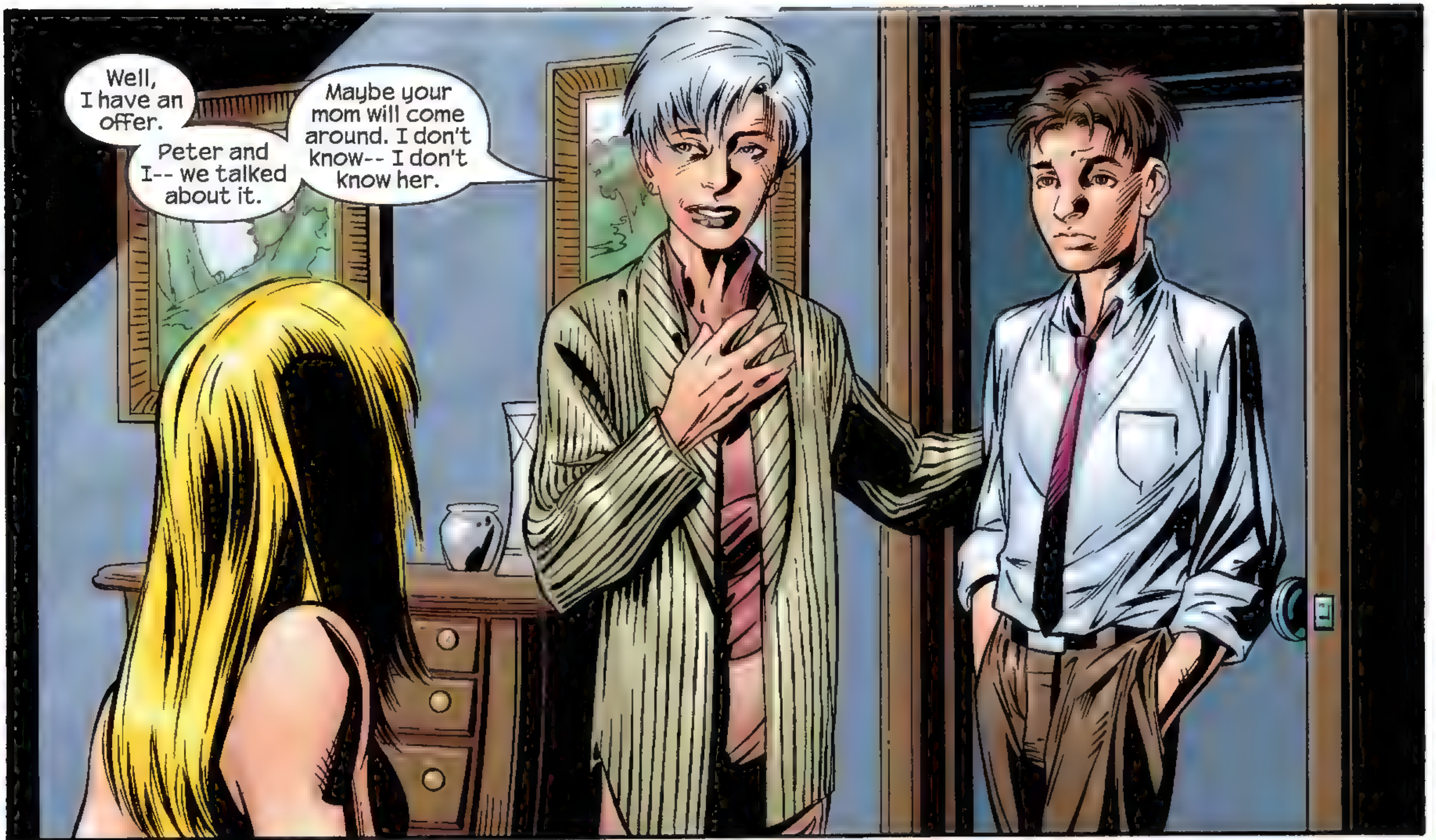
We have to talk...

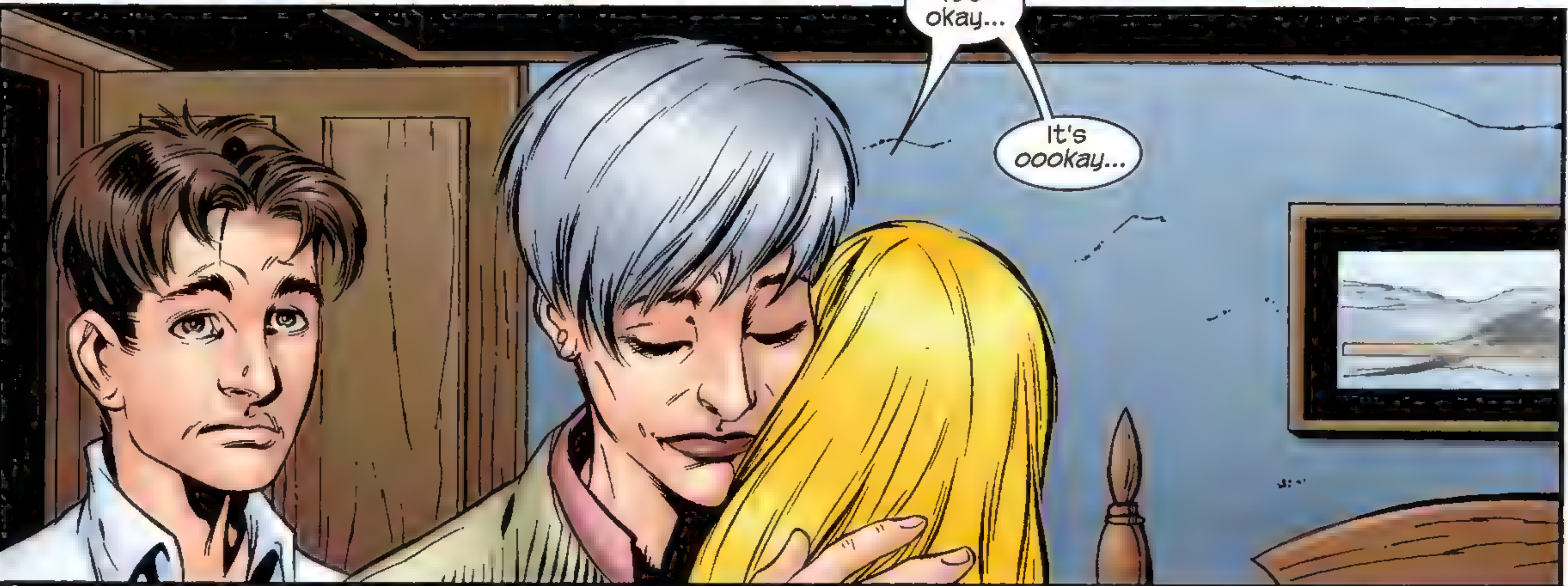
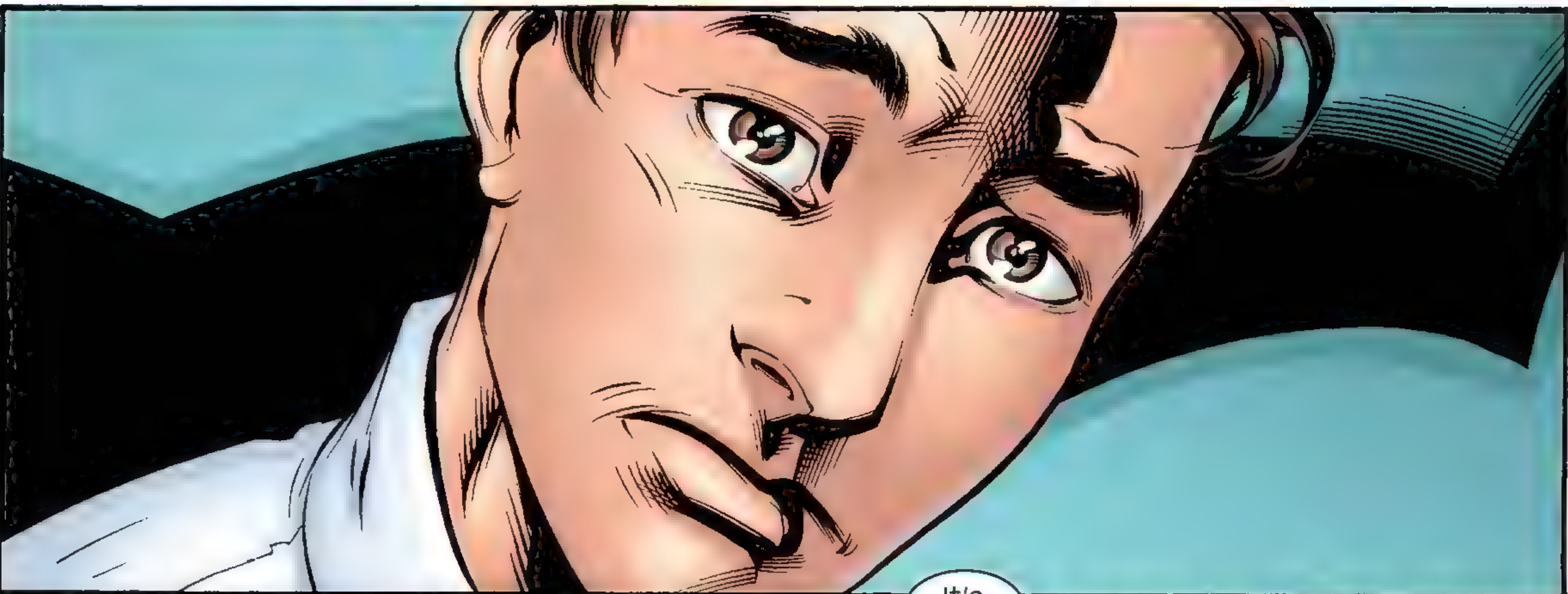
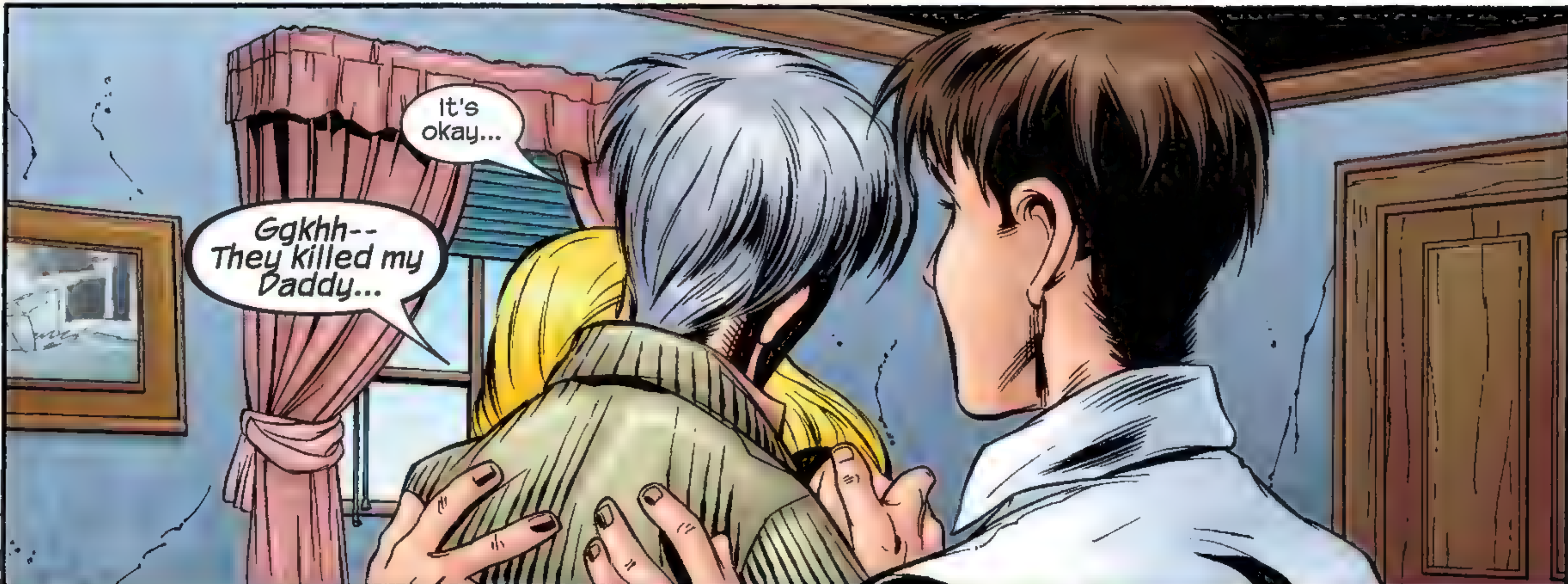
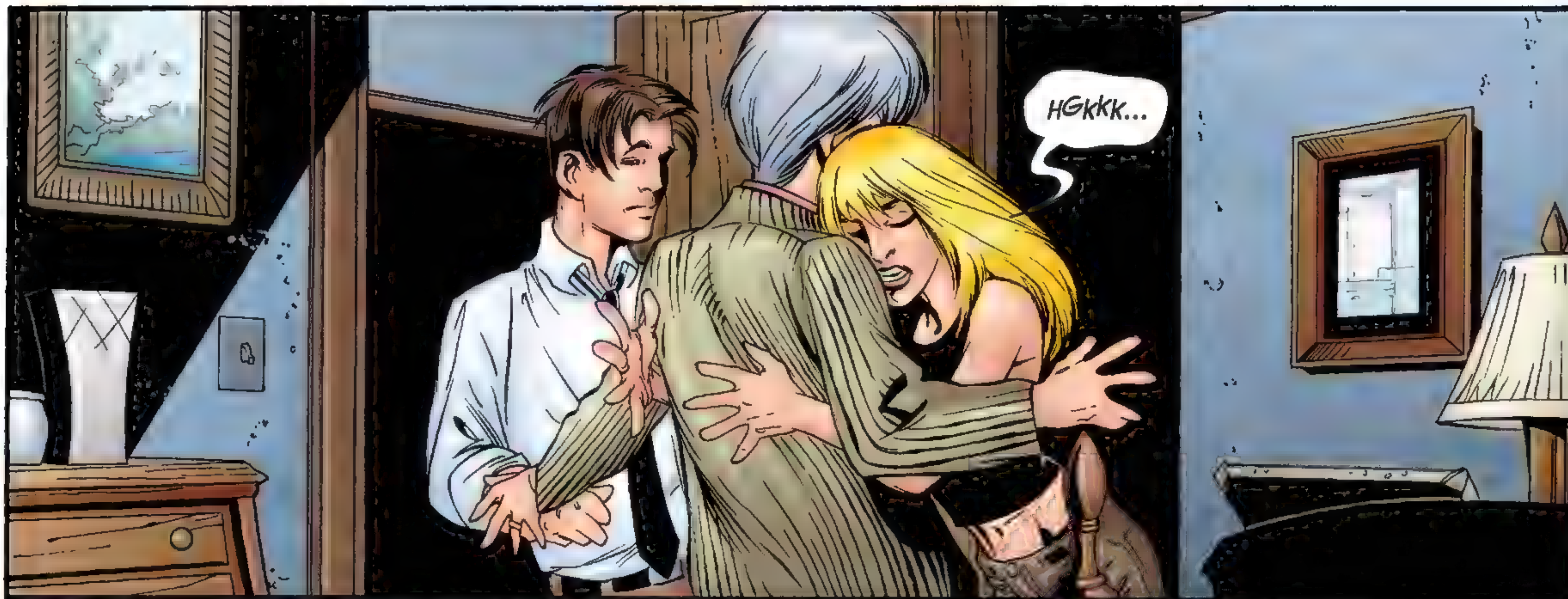


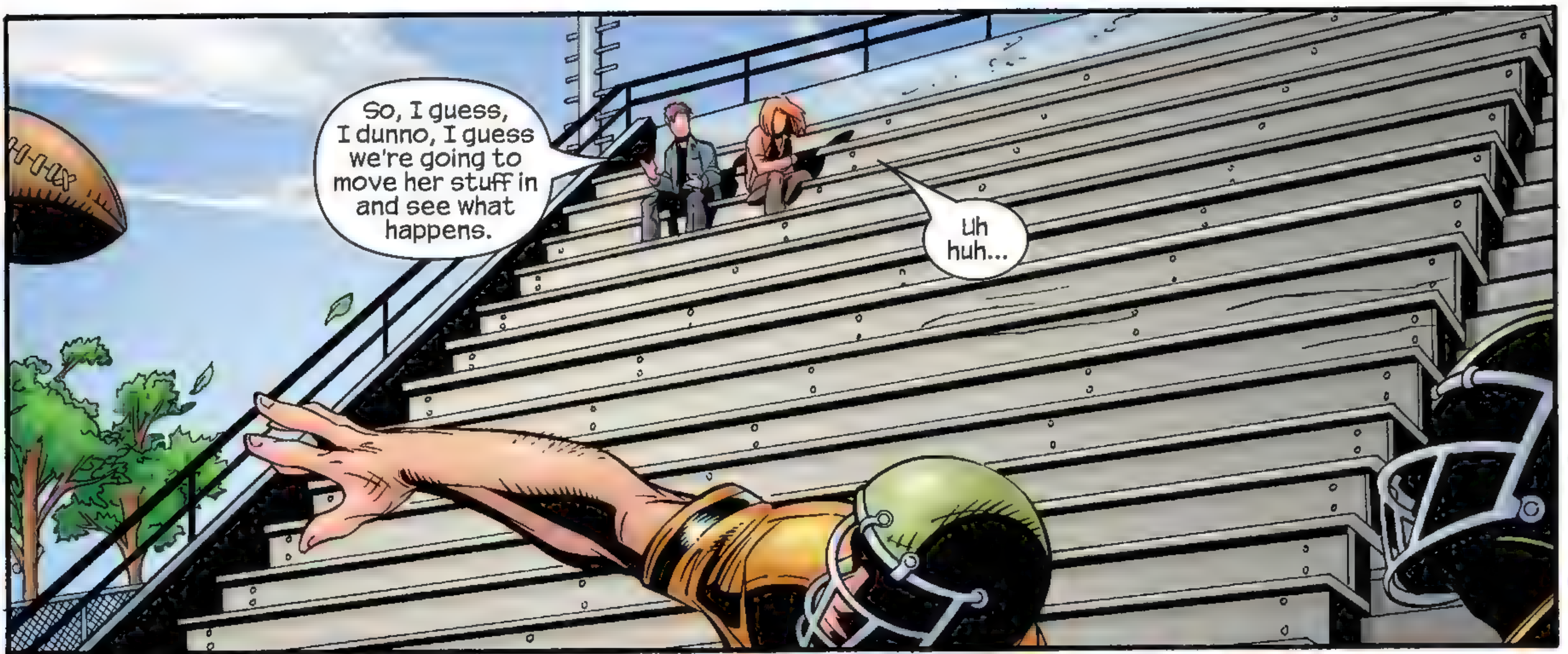
It's about Gwen...





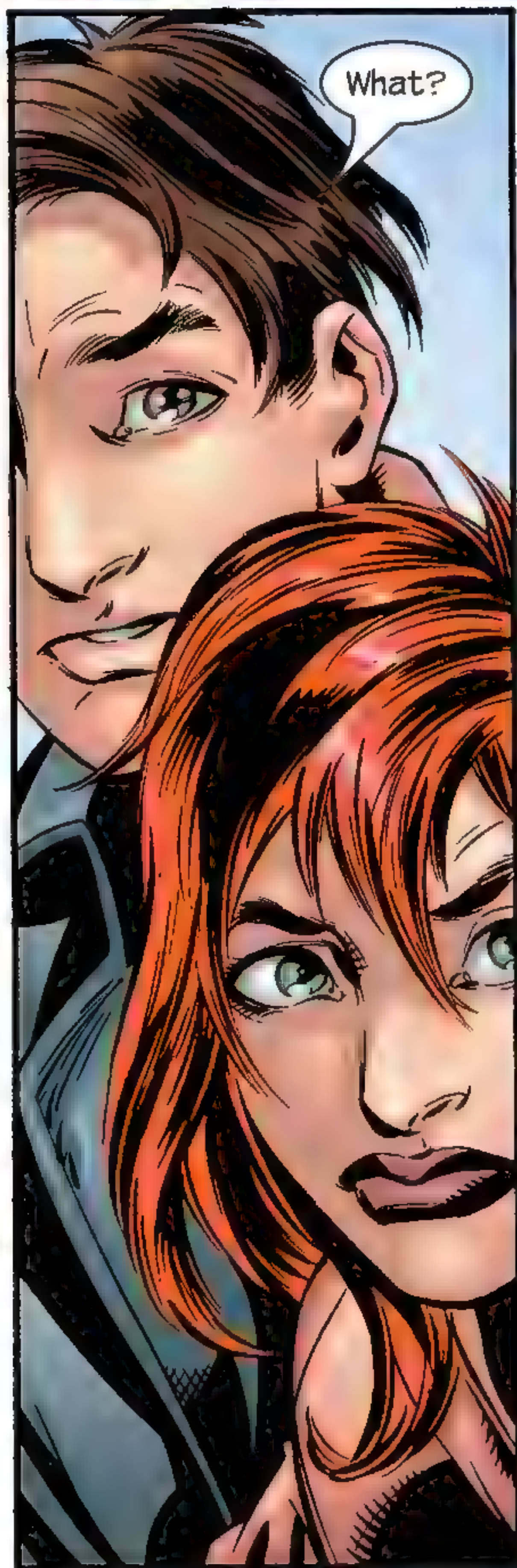




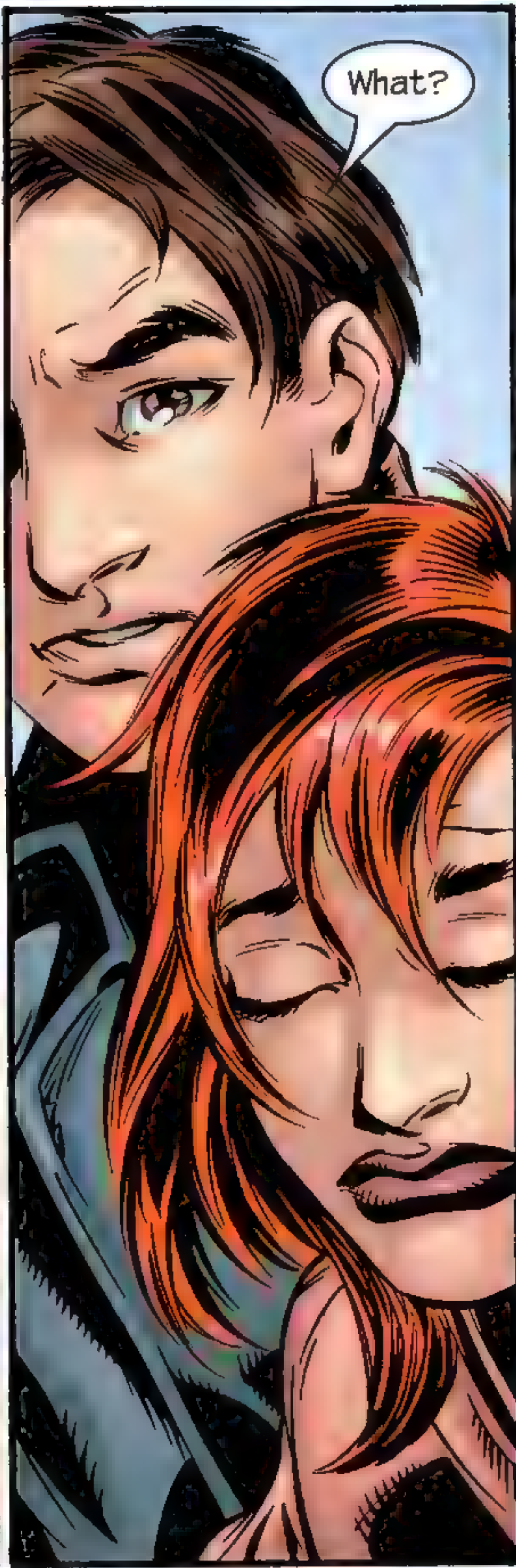


So, I guess, I dunno, I guess we're going to move her stuff in and see what happens.

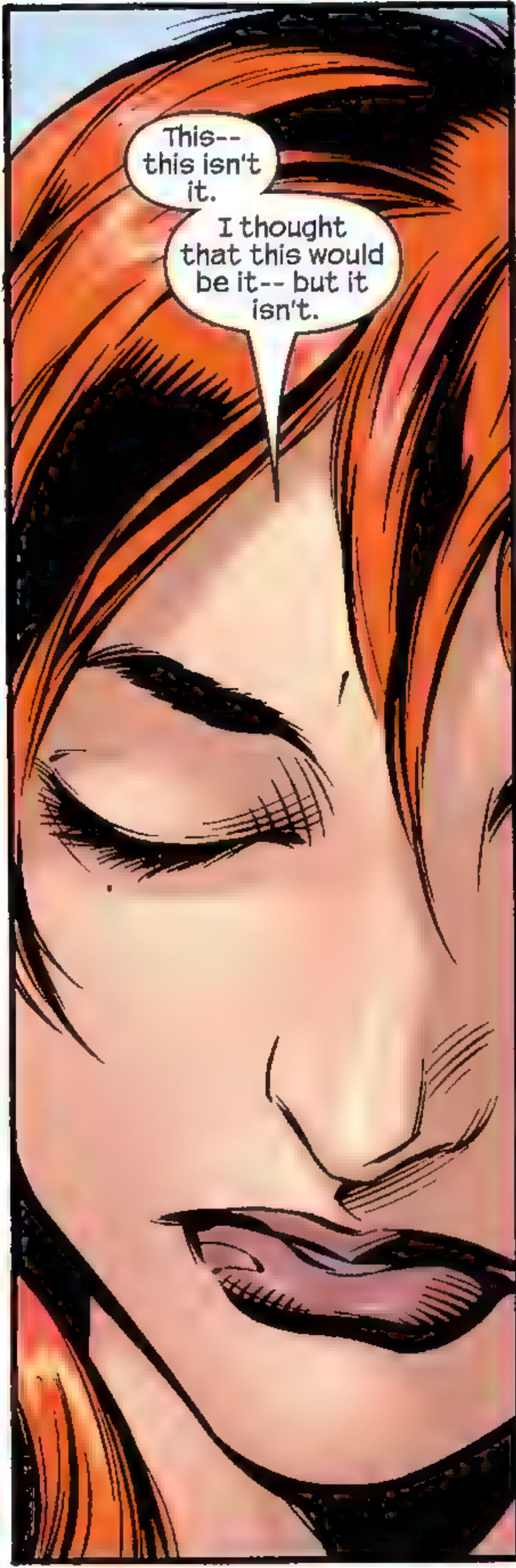
Uh huh...



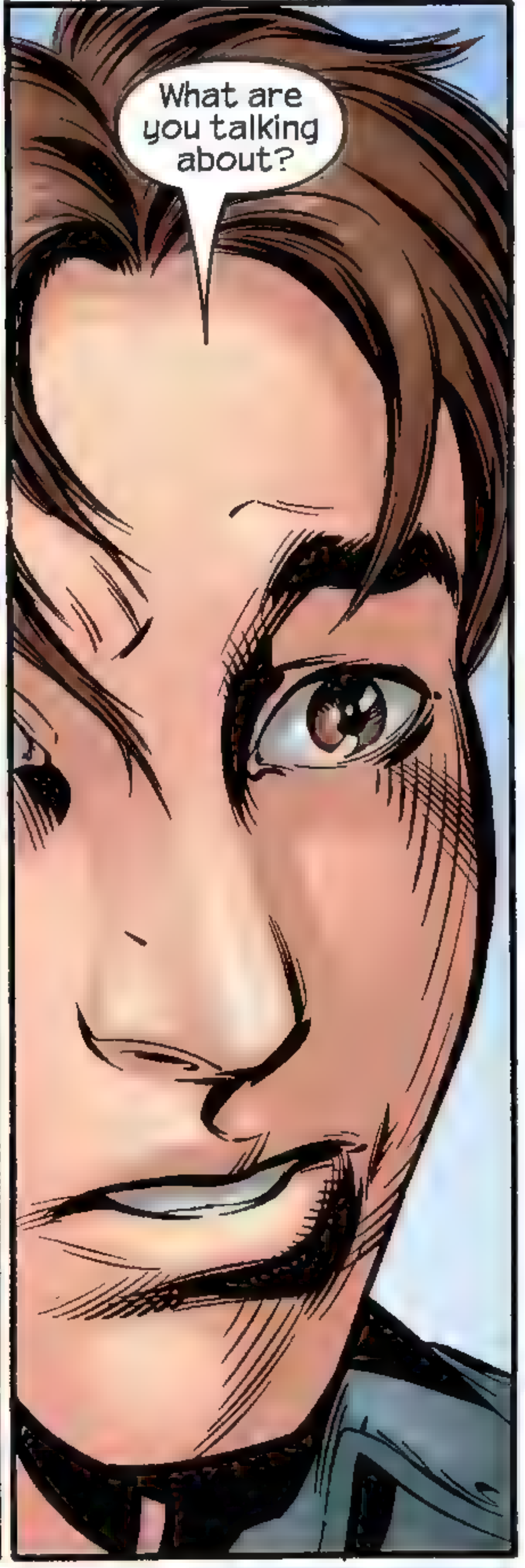
What?



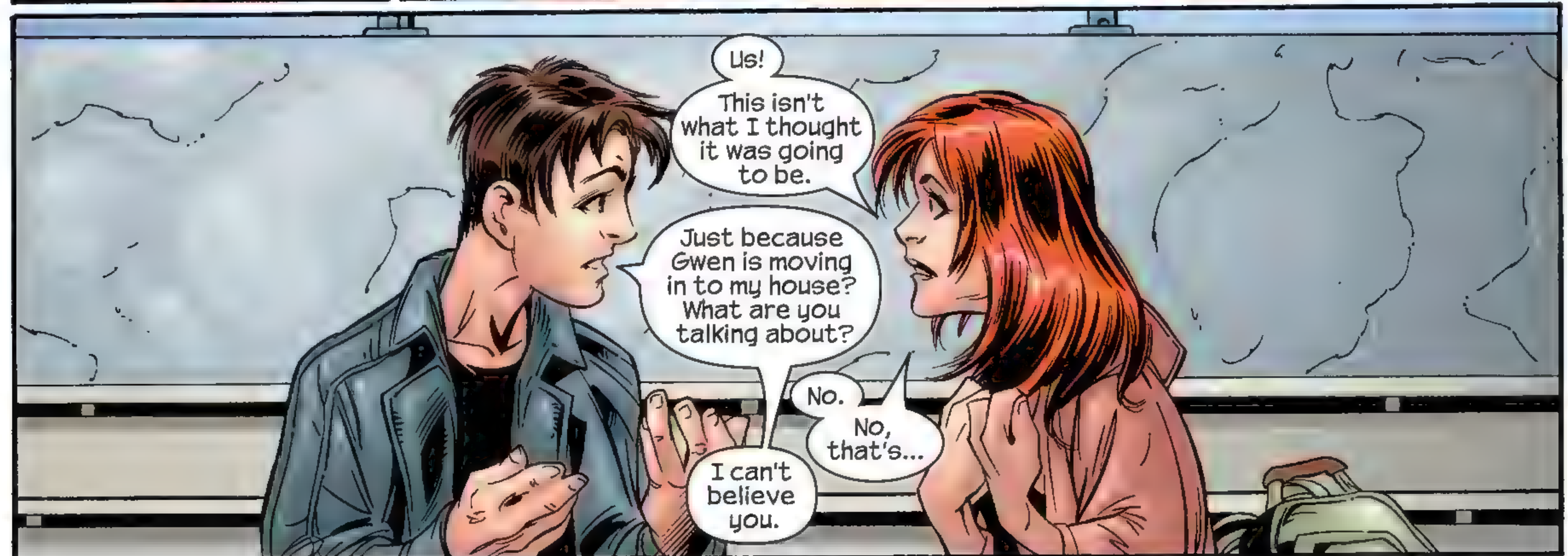
What?



This-- this isn't it. I thought that this would be it-- but it isn't.



What are you talking about?



Us!

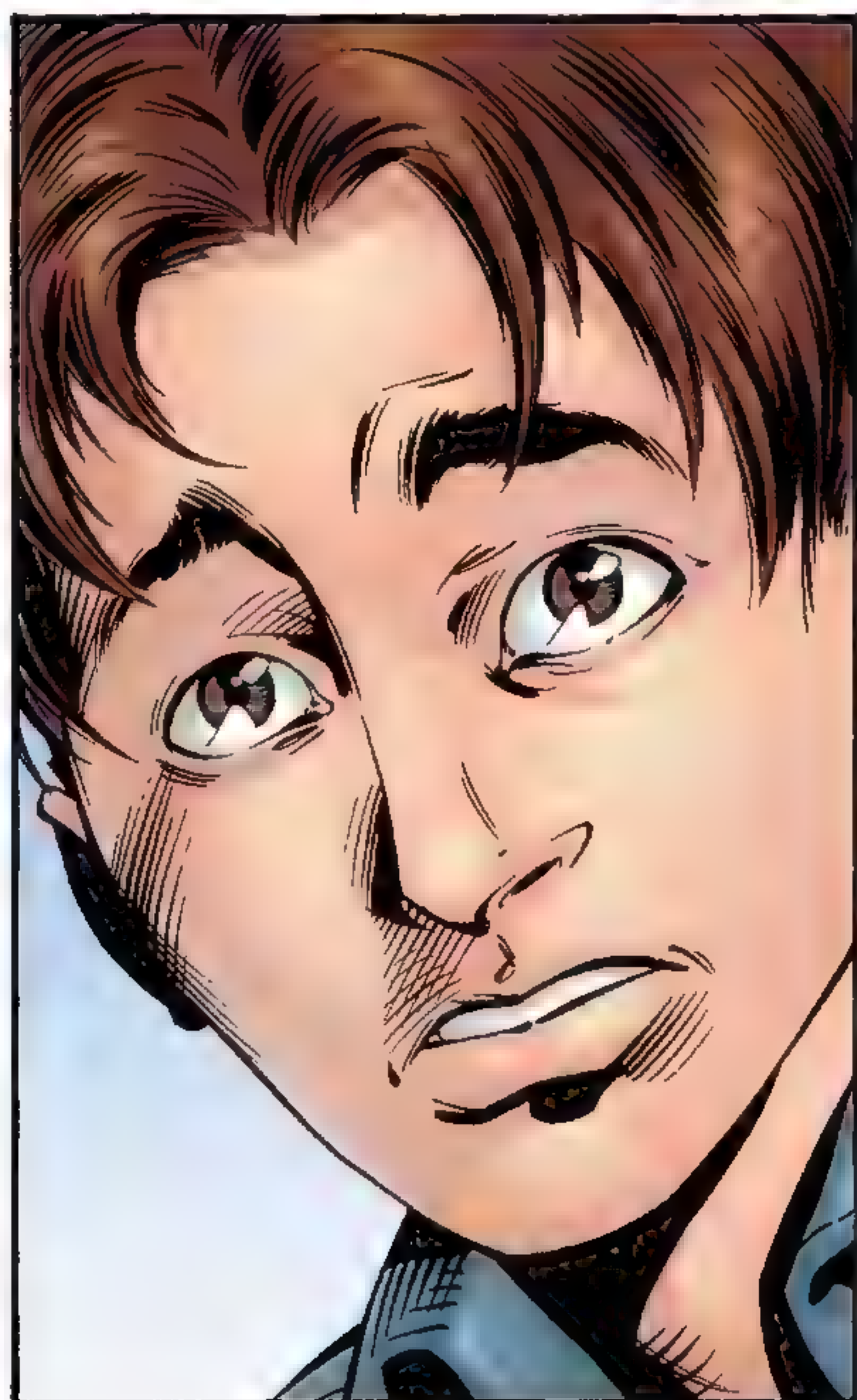
This isn't what I thought it was going to be.

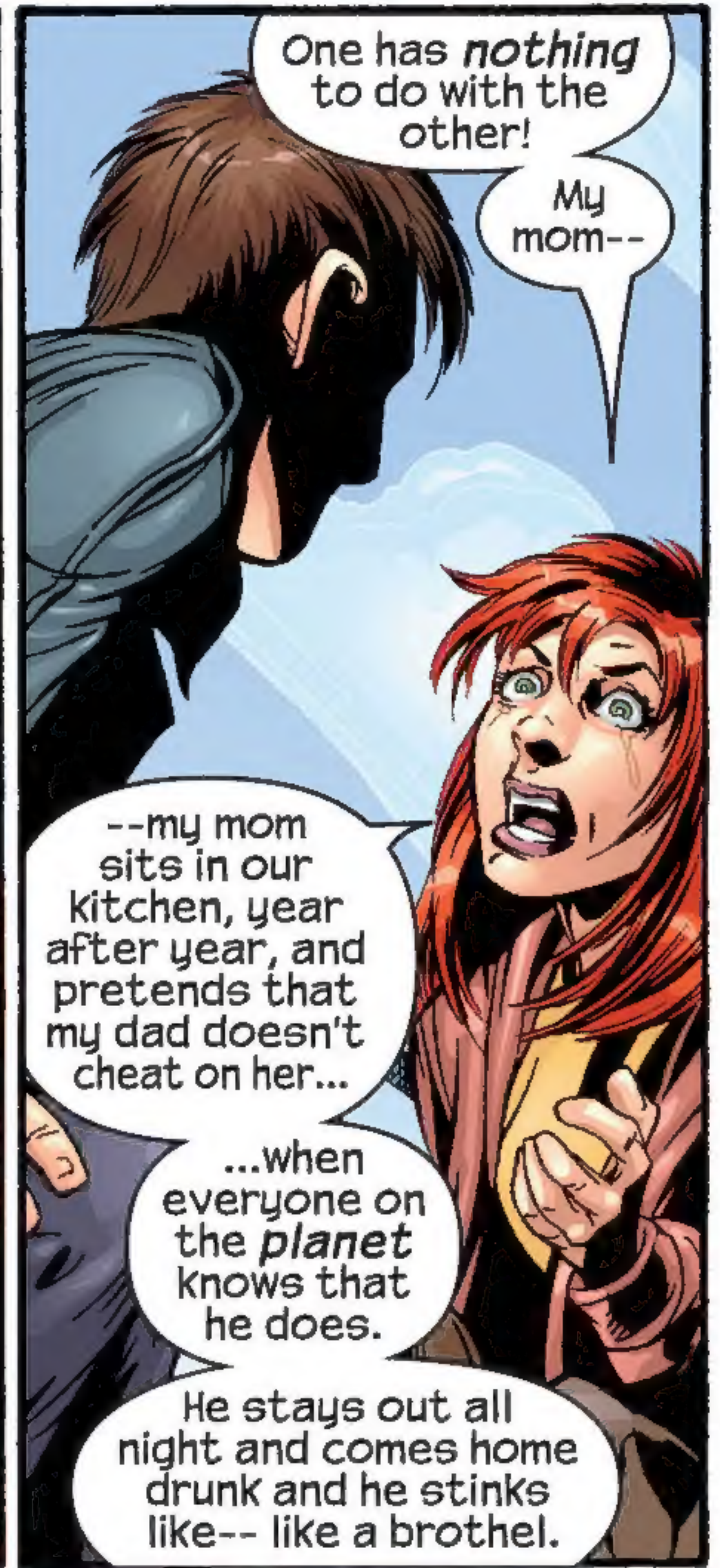
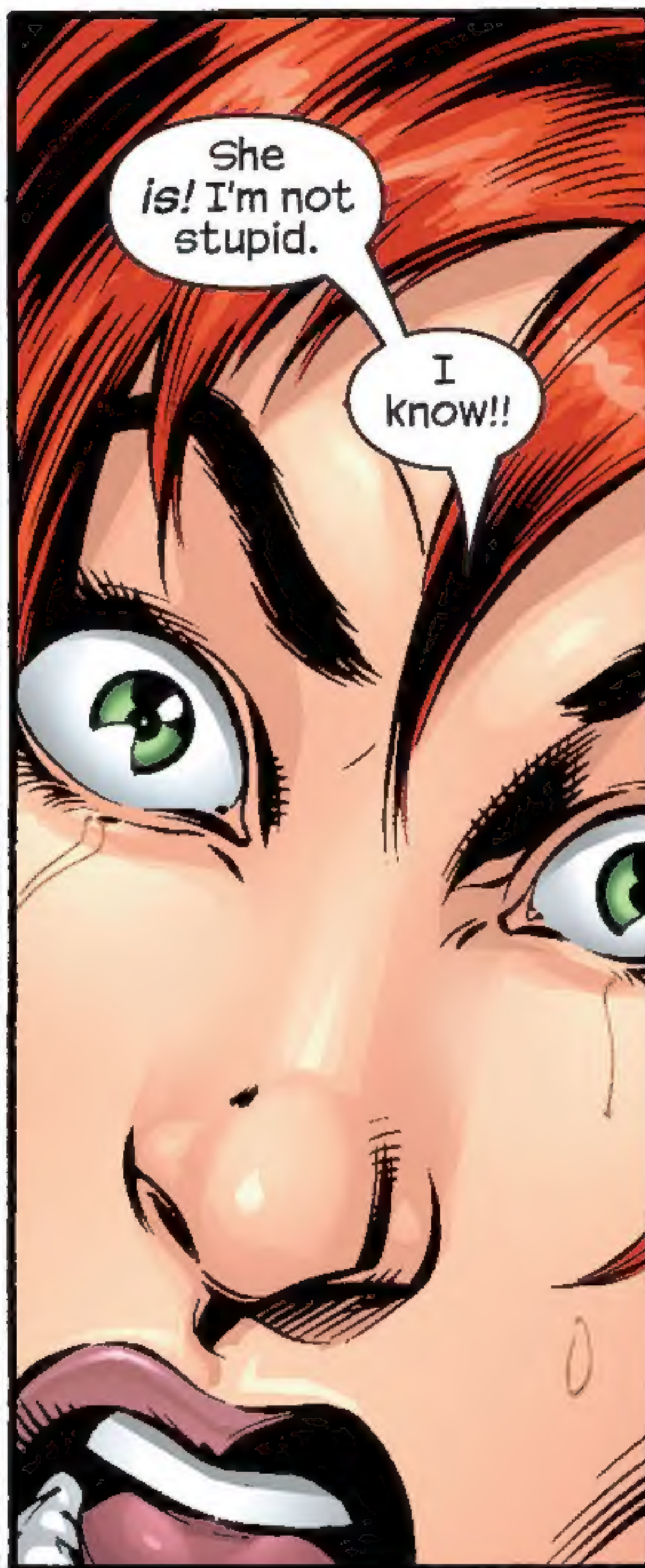
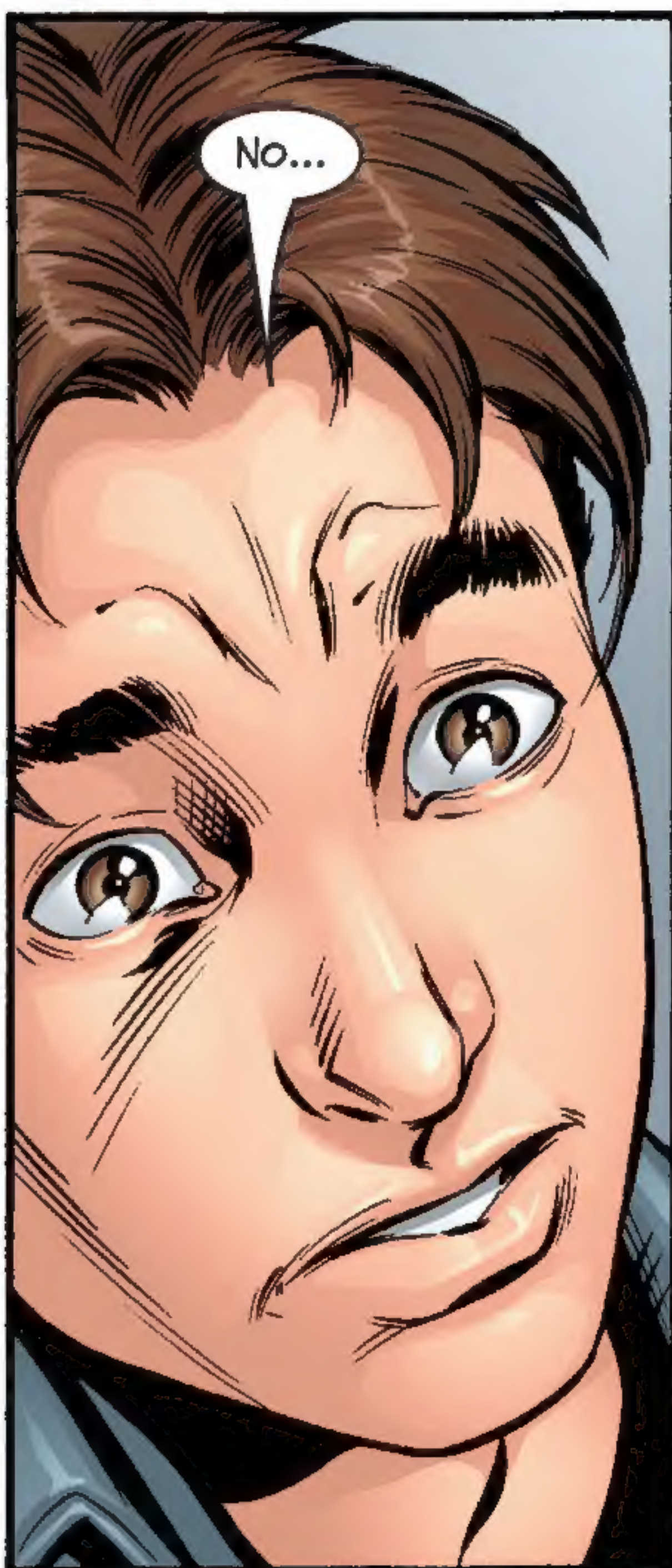
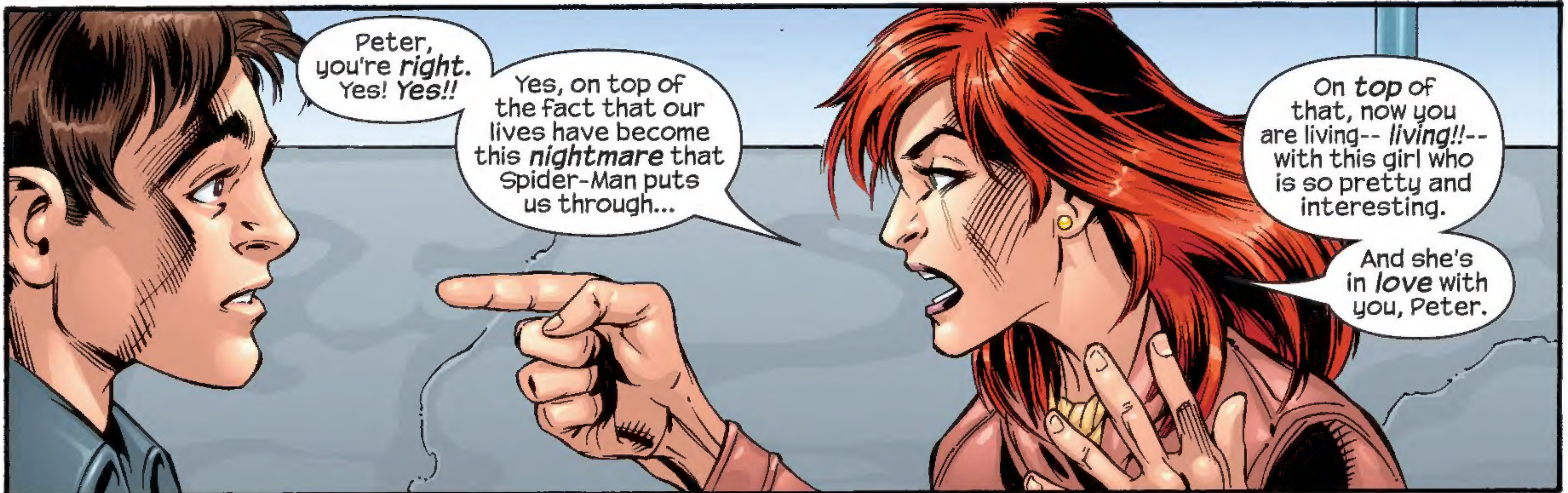
Just because Gwen is moving in to my house? What are you talking about?

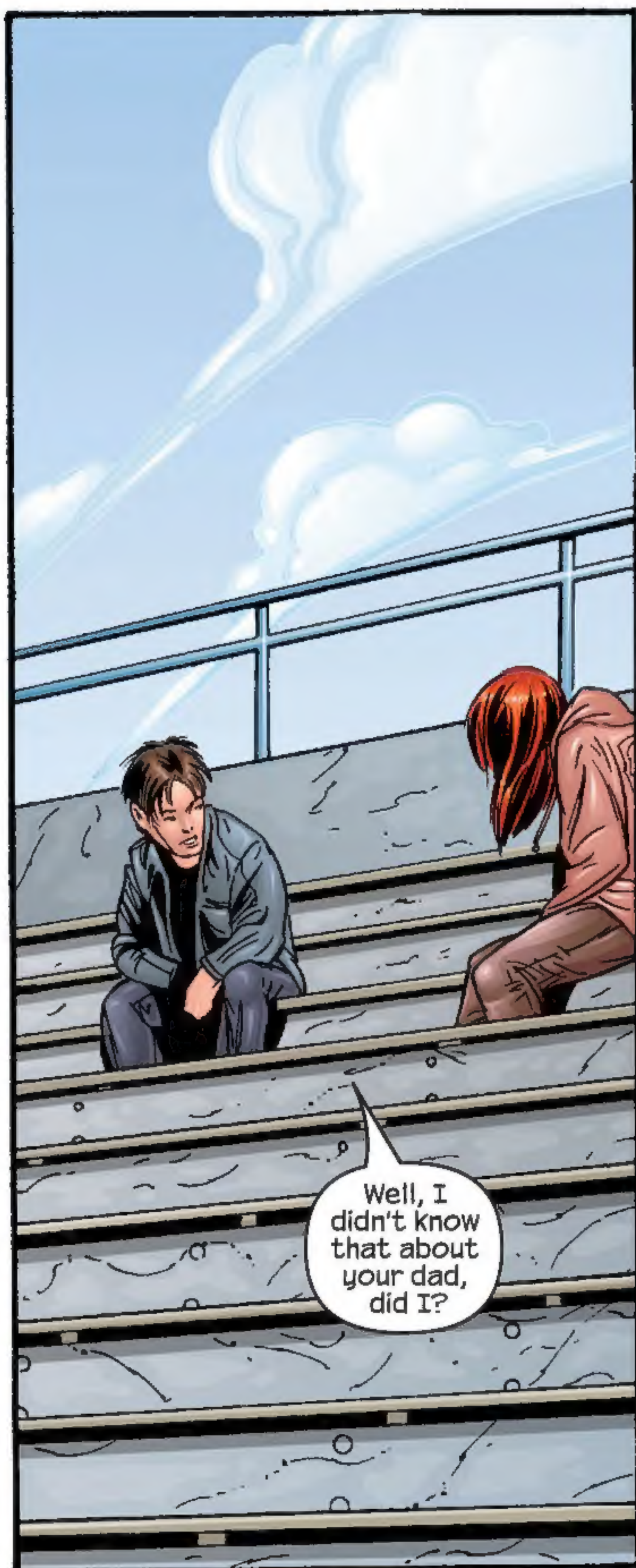
No.

No, that's...

I can't believe you.







Well, I didn't know that about your dad, did I?



Peter, you never ask!

You never ask about *me*.

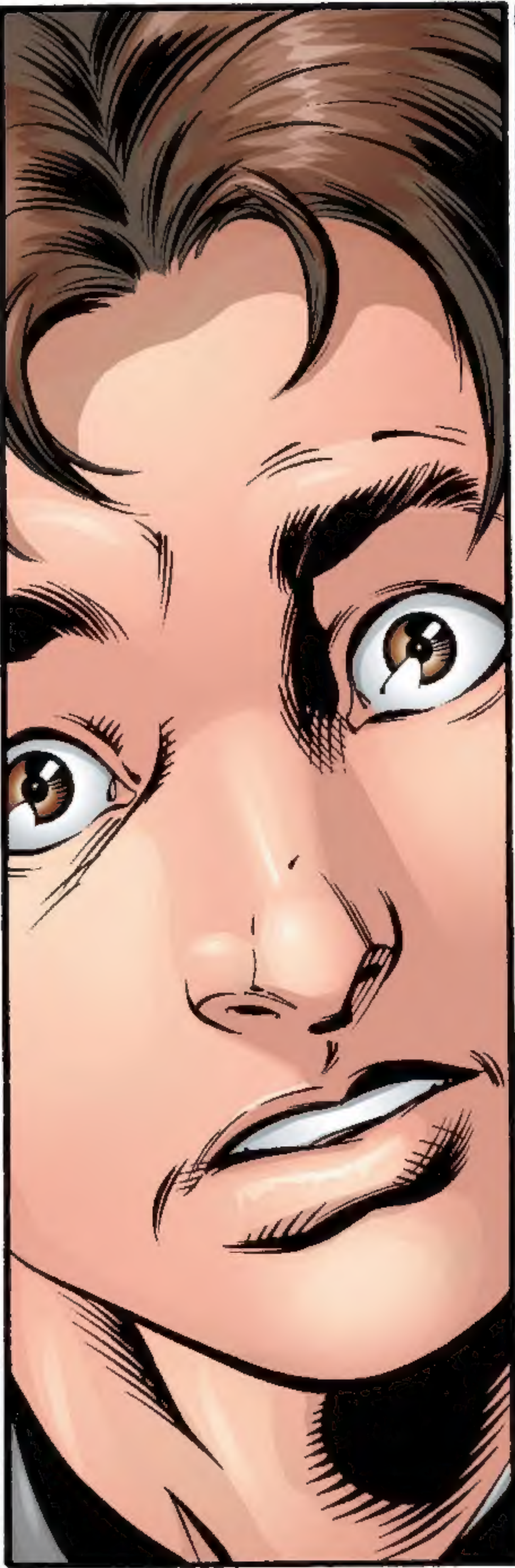
It's all about you and and your costume.

And it was fun in the beginning, sure...



How am I supposed to know this about your dad and mom if you don't tell me?

I'm supposed to read your mind?



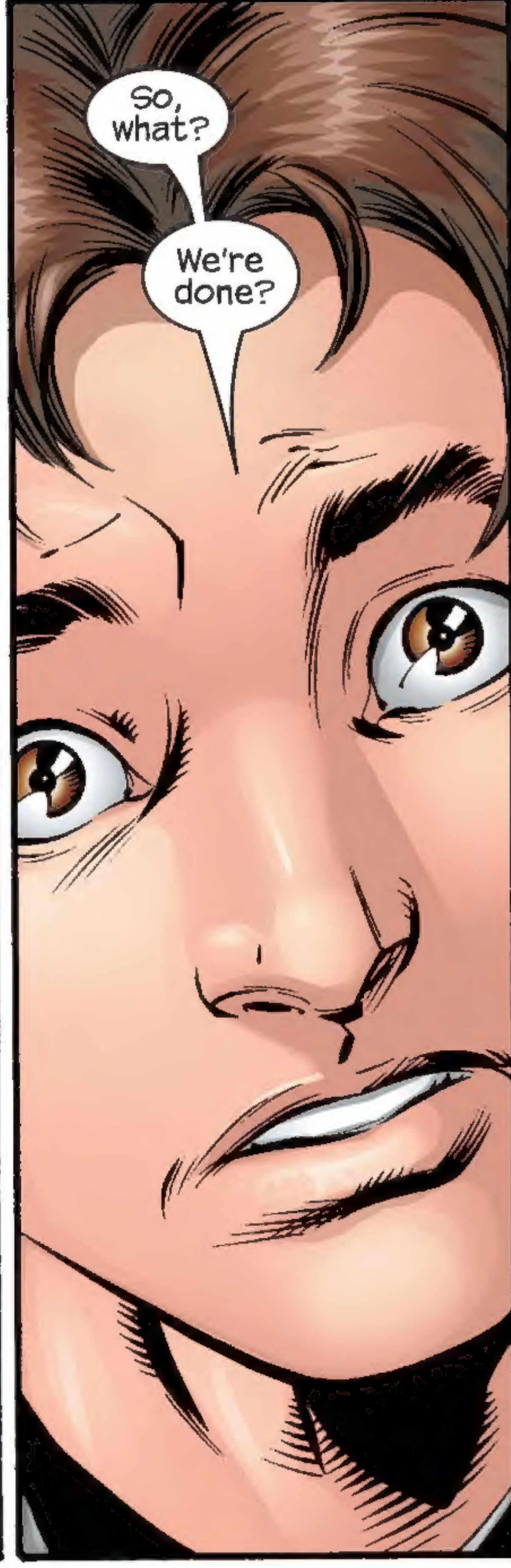
But for the record--

--its not just Gwen.

It's *all* of it.

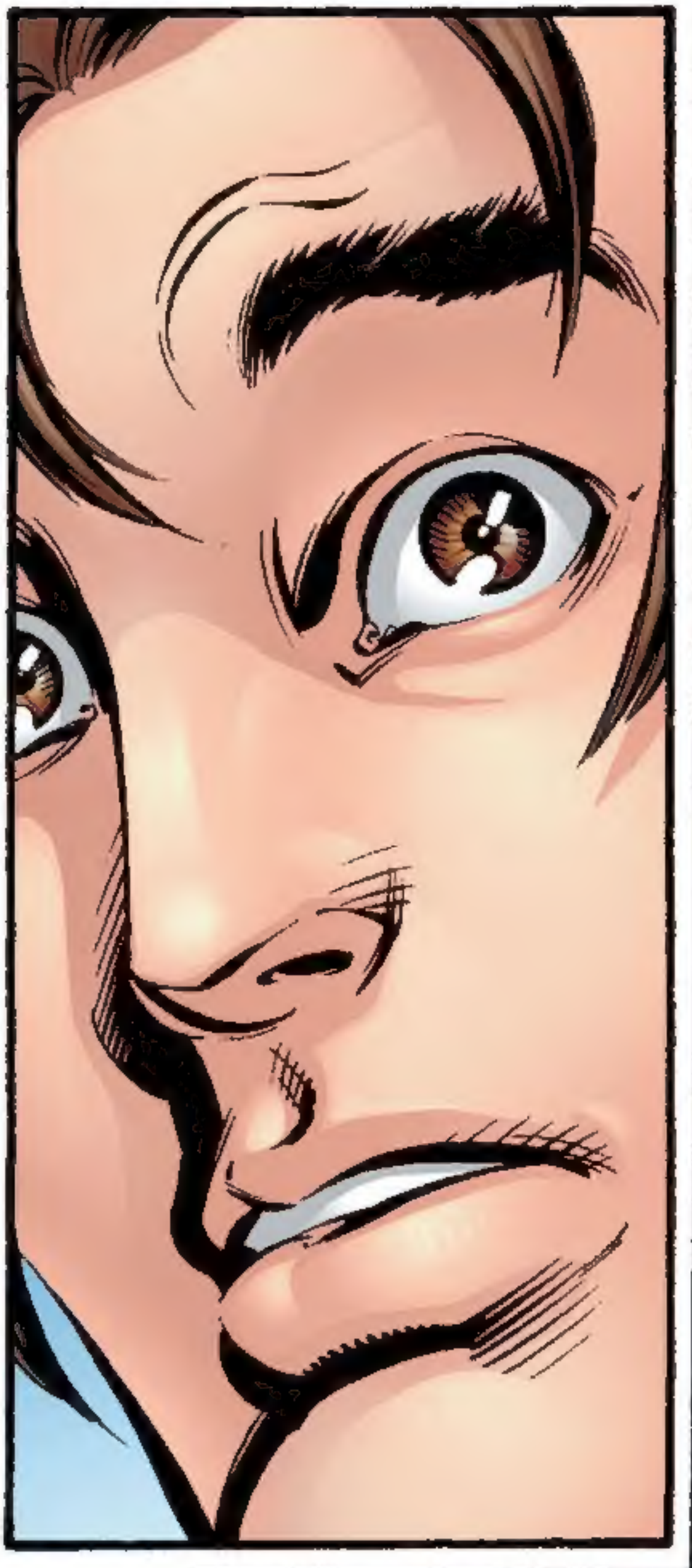
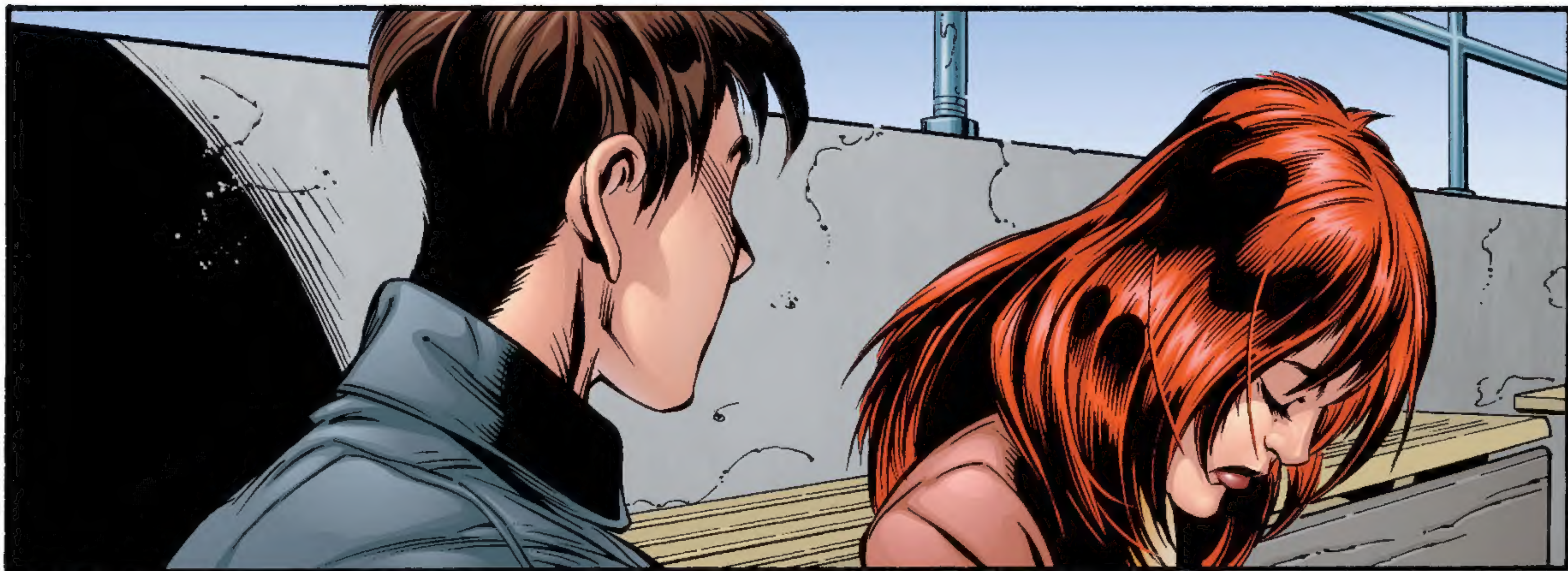
I love you, Peter.

I just can't do this.



So, what?

We're done?



Next issue:
VENOM!



SON OF

ULTRAMAN